

CAPITAL CONNECTION, INC.

1726 Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070

Mailing Address: Post Office Box 10149, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To Us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Request TAKEH CONFIRMED APPROVED
DATE 3/24/97
TIME 9:30 ck No. _____
by CD

WALK-IN
Will Pick Up _____

RE: DAVID S. Simon, P.A.

	C.C. FEE.	DISC.
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving License		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC I or II Filing		
<input type="checkbox"/> UCC II Search		
<input type="checkbox"/> UCC II Retrieval		
<input type="checkbox"/> Filing No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

RECEIVED
MAR 20 4:10:16
DIVISION OF CORPORATIONS

FILED
MAR 20 PM 1:18
TALLAHASSEE, FLORIDA

000002118864-0
-03/20/97-01040-006
***122.50 ***122.50

SUBTOTALS _____

FEE.....
DISCOUNT.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1/2% per month on Past Due Amounts
Past 30 Days, 10% per Month.

THANK
You
Your Capital C

ARTICLES OF INCORPORATION OF DAVID S. SIMON, P.A.

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is DAVID S. SIMON, P.A.

ARTICLE II

The period of the corporation's duration shall be perpetual or until dissolved by vote of the shareholders as hereafter provided.

ARTICLE III

This corporation is organized for the following purposes:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE IV

The total number of shares of capital stock which the corporation shall be authorized to issue is one hundred shares. Such shares shall be of a single class and have no par value.

ARTICLE V

The address of the corporation's principal office is 523 South Washington Blvd., Sarasota, Florida 34236. The name of the initial registered agent of the corporation located at such office is David S. Simon.

ARTICLE VI

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII

The name and address of each person signing these articles of incorporation as a subscriber is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David S. Simon

523 S. Washington Blvd.
Sarasota, FL 34236

ARTICLE VIII

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is:

David S. Simon

523 S. Washington Blvd.
Sarasota, FL 34236

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be perpetual until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote of all shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE X

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least fifty-one percent of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on March 19, 1997.



DAVID S. SIMON

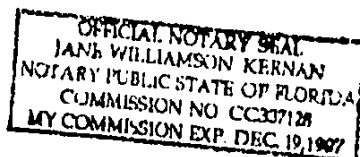
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on March 19, 1997 by DAVID S. SIMON, who is personally known to me.



Notary Public

(Notary print name or seal)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida.


1. The name of the corporation is DAVID S. SIMON, P.A.
2. The name and address of the registered agent and office is:

DAVID S. SIMON, ESQ.
523 S. WASHINGTON BLVD.
SARASOTA, FLORIDA 34236

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STATE OF FLORIDA
TALLAHASSEE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED: March 19, 1997



DAVID S. SIMON, ESQ.