

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Derek E. Bogle & Associates, Inc.

C.C. FEE. DISBURSED

NAME
 FIRM
 ADDRESS

PHONE ()

Service: Top Priority Regular
 One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

Art. of Amend. File
 Dissolution/Withdrawal
 CUS
 Fictitious Name File
 Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s. Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX ()

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s. Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX ()

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s. Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX ()

SUBTOTALS

FEE
 DISBURSED
 SURCHARGE
 TAX on corporate supplies
 SUBTOTAL
 PREPAID
 BALANCE DUE

97 APR 14 AM 11:55
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

97 APR 14 AM 10:03
 DIVISION OF CORPORATION

FILED
 RECEIVED

REQUEST TAKEN CONFIRMED APPROVED

DATE 4/14/97

TIME 8:53

BY [Signature] CK No.

WALK-IN
 Will Pick Up

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

FOR

DEREK E. BOGLE & ASSOCIATES, INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be

DEREK E. BOGLE & ASSOCIATES, INC

ARTICLE II DURATION

The corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in any or all lawful business for which corporations may be incorporated under the laws of the United States and Florida.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

**10954 N.W. 12th Drive
Coral Springs, FL 33071**

ARTICLE V CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of One Dollar.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**LANA T. BOGLE
10954 N.W. 12th Drive
Coral Springs, FL 33071**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of the corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The pre-emptive right to any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares or common stock currently authorized and issued.

ARTICLE VIII INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

LANA T. BOGLE
10954 N.W. 12th Drive
Coral Springs, FL 33071

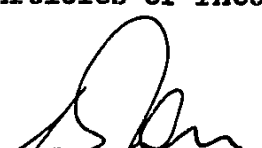
ARTICLE IX INITIAL BOARD OF DIRECTORS

The Board of Directors shall consist of not more than five nor less than one member at any time, but the number of directors may be increased or decreased from time to time by vote of the stockholders. The initial Board of Directors shall consist of:

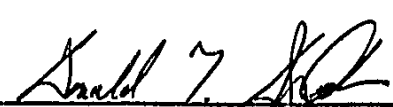
DEREK E. BOGLE - PRESIDENT
10954 N.W. 12th Drive
Coral Springs, FL 33071

LANA T. BOGLE - SECRETARY
10954 N.W. 12th Drive
Coral Springs, FL 33071

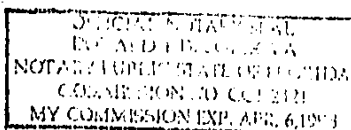
The undersigned has executed these Articles of Incorporation this 3rd day of April, 1997.


LANA T. BOGLE - Secretary

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of April, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DEREK E. BOGLE & ASSOCIATES, INC., at the place designated in Article VI, LANA T. BOGLE agrees to accept this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: April 3rd 1997


LANA T. BOGLE - REGISTERED AGENT

FILED

97 APR -4 AM 11:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA