

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 221-8870
 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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Out \$ _____

[Handwritten signature]
 4/6

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-4-97	_____	_____
TIME	12:45	_____	ck No. _____
BY	DK	_____	_____

WALK-IN
 Will Pick Up _____

RE: Danny (USA), Inc.

Art. of Amend. Fld
 Dissolution/Withdrawal
 C U S.
 Multiple Name Fld
 Name Revalidation
 Annual Report/Statement
 Reg. Agent Service
 Document Filing

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 Dissolution/Withdrawal
 C U S.
 Multiple Name Fld

Name Revalidation
 Annual Report/Statement
 Reg. Agent Service
 Document Filing

Corporate fil
 Vehicle Search
 Billing Record
 Document Retrieval

Use 1 of 3 Fld
 Use 11 Search
 Use 11 Retrieval
 Fld No. 8, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prop.
 FAX ()

SUBTOTALS _____

Fee	_____
Disbursement	_____
Outstanding	_____
Tax on corporate supplies	_____
SUBTOTAL	_____
PREPAID	_____
BALANCE DUE	_____

Please send invoice number with payment
 terms: net 10 days from invoice date
 1/2% per month on Past Due Amounts
 Past Due Days, 10% per Month

THANK YOU
 from
 Your Capital Connection

97 APR - 8 PM 2:38
 RECEIVED
 EFFECTIVE DATE
 APR - 8 AM 11:09
 DIVISION OF CORPORATION

97 APR - 8 AM 11:17
 RECEIVED
 EFFECTIVE DATE
 APR - 8 AM 11:09
 DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
DANNY (USA) INC.

FILED
97 APR -8 PM 2:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be DANNY (USA) INC. The mailing address of the corporation is c/o Friedrich G. Heindl, 2301 Del Prado Blvd., #100, Cape Coral, FL 33990.

EFFECTIVE DATE
4-1-97

ARTICLE II

DURATION

The corporation shall commence April 1, 1997, and shall have perpetual existence thereafter.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV

CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V

INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME

ADDRESS

Friedrich G. Heindl

2301 Del Prado Blvd., #100
Cape Coral, Florida 33990

ARTICLE VI

DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

Herbert Wittmann

2301 Del Prado Blvd., #100
Cape Coral, Florida 33990

ARTICLE VII

PREEMPTIVE RIGHTS.

The corporation elects to have preemptive rights, and every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the

issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII

BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX

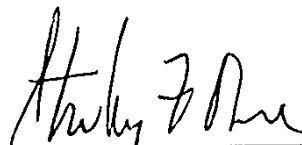
INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

Stanley F. Rose

2110 Imperial G.C. Blvd.
Naples, FL 34110-1027

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 1st day of April, 1997.



Stanley F. Rose

W041

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By:

Friedrich G. Heindl
Friedrich G. Heindl, Registered Agent

FILED
97 APR -8 PM 2:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W041