

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: The C.O.P.E. Network, Inc.

PAID 32056

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 \$ _____

DISBURSED

_____ Central Express _____
_____ Art. of Inc. _____
_____ Reg. Agent Search _____
_____ Ad. Agent Search _____
_____ Foreign _____
_____ () Cert. Copy(s) _____
_____ Art. of Amend. File _____
_____ Dissolution/Withdrawal _____
_____ C U S _____
_____ 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 () _____ pgs. _____

900002137519-2
-04/03/97 01029-007
****122.50 ****122.50

97 APR -9 AM 11:08
DIVISION OF CORPORATIONS
RECEIVED

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY

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, 10% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
The C.O.P.E. Network, Inc.**

97 APR -9 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE
NAME**

1.1 The name of the Corporation is **The C.O.P.E. Network, Inc.**

**ARTICLE TWO
DURATION**

2.1 The term of existence of the Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

3.1 The purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

4.1 The aggregate number of shares which the Corporation has authority to issue is fifteen thousand (15,000) shares, all of which shall be common shares with par value of one cent (\$.01).

**ARTICLE FIVE
INITIAL REGISTERED AGENT AND ADDRESS**

5.1 The name of the initial registered agent of the Corporation is **KESWICK J. HARRIS**. The street address of the initial registered office of the Corporation is One South Orange Avenue, Suite 500, Orlando, Florida 32801.

**ARTICLE SIX
PRINCIPAL OFFICE**

6.1 The street address of the principal office of the Corporation is One South Orange Avenue, Suite 500, Orlando, Florida 32801.

6.2 The mailing address of the Corporation is One South Orange Avenue, Suite 500, Orlando, Florida 32801.

**ARTICLE SEVEN
INCORPORATOR**

7.1 The name and address of the Incorporator is: **KESWICK J. HARRIS**, One South Orange Avenue, Suite 500, Orlando, Florida 32801.

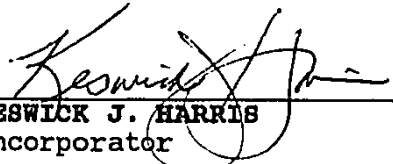
**ARTICLE EIGHT
INDEMNIFICATION**

8.1 The Corporation shall have the power to indemnify, to the fullest extent permitted by law, its directors, officers, employees and agents.

**ARTICLE NINE
AMENDMENT OF ARTICLES**

9.1 The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name on
April 8, 1997.

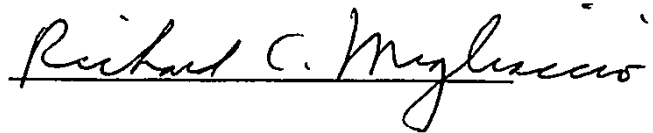


KESWICK J. HARRIS
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8
day of APRIL, 1997, by **KESWICK J. HARRIS**,
who is personally known to me, or who produced a valid Florida
Driver's License as identification, and who did not take an oath.





RICHARD C. MIGLIACCIO
MY COMMISSION # CC465765 EXPIRES
June 22, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

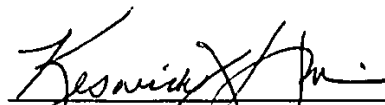
**CERTIFICATE FOR DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that The C.O.P.E. Network, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named **KESWICK J. HARRIS**, whose address is One South Orange Avenue, Suite 500, Orlando, Florida 32801, County of Orange, State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.



KESWICK J. HARRIS
Registered Agent

4/8/97

Date

FILED
97 APR -9 AM 11:06
CLERK OF ORANGE
COUNTY
TALLAHASSEE, FLORIDA