

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. 1-800-342-8068
FAX (904) 224-8870

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 \$ _____ Our \$ _____

RECEIVED
97 APR -9 AM 11:41
DIVISION OF CORPORATION

[Handwritten signature]
4/9

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-9-97		
TIME	11:02		ck No. _____
BY	DC		

WALK-IN
Will Pick Up _____

NE: of Rae-Allan Corporation

[Handwritten: 32257]

Capital Express _____
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
(+ Cert. Copy(s) *PH 1870*)

Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S _____
Fictitious Name File _____

Name Reservation _____
Annual Report/Statement _____
Reg. Agent Service _____
Document Filing _____

Corporate Kill _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____

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

EFFECTIVE DATE
4-9-97

97 APR -9 PM 3:00
DATE
TIME

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
CHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

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
RAE-ALLAN CORPORATION

ARTICLE I. CORPORATE NAME.

The name of this corporation is RAE-ALLAN CORPORATION

ARTICLE II. PRINCIPAL OFFICE.

The initial principal place of business of this corporation is 890 Washington Avenue, Orange Park, FL 32065, and the initial mailing address of this corporation is the same.

ARTICLE III. DURATION.

The corporation is to commence its corporate existence effective for all purposes as of April 7, 1997, notwithstanding the fact that these articles may be filed within five (5) business days of the effective date hereof. This corporation shall exist perpetually.

ARTICLE IV. PURPOSE.

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes (1995), as amended, or any successor statute thereto (hereinafter, the "Act").

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 and shall consist of one class only. The par value of each share of stock issued shall be \$1.00.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE.

The name of the initial registered agent for the corporation is Grady H. Williams, Jr., and the street address of the initial registered office for the named registered agent is 1279 Kingsley Avenue, Suite 117, Orange Park, Florida, 32073.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS.

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors, consisting of two (2) persons. The manner of election of the Board of Directors shall be as designated in the bylaws of this corporation.

97 APR -9 PM 3:00
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4-7-97

Section 2. Initial Board. The name and address of the initial members of the board of directors is as follows:

NAME

ADDRESS

Jean R. Morris

890 Washington Avenue
Orange Park, FL 32065

Donald A. Morris

890 Washington Avenue
Orange Park, FL 32065

Section 3. Corporate Officers. The board of directors shall elect the following officers: President, Vice President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE VIII. AMENDMENTS.

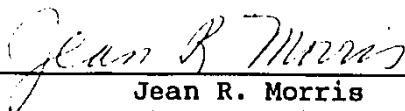
These articles of incorporation may be amended in accordance with the Act.

ARTICLE IX. INCORPORATOR.

The name and address of the person signing these articles is:

Jean R. Morris
890 Washington Avenue
Orange Park, FL 32065

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation to be effective for all purposes as of April 7, 1997, notwithstanding the fact that these articles may be actually filed with the Florida Department of State, Division of Corporations within five (5) business days of the effective date hereof.



Jean R. Morris
Incorporator

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT


Pursuant to Sections 48.091 and 607.0501, Florida Statutes (1995), the following is submitted:

RAE-ALLAN CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Clay, State of Florida, has named as its agent to accept service of process within this State:

Grady H. Williams, Jr.
1279 Kingsley Avenue, Suite 117
Orange Park, FL 32073

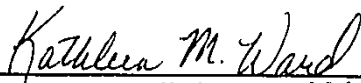
ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Act. 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 the obligations of my position as registered agent.

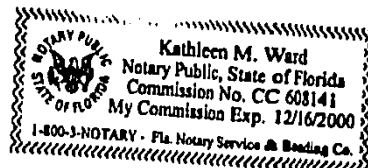

Grady H. Williams, Jr.

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 7th day of April, 1997, by Grady H. Williams, Jr., who is personally known to me.


Notary Public

My Commission Expires:



97 APR 9 PM 3:00
STATE OF FLORIDA
CLAY COUNTY