

997000032270

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: Land Asset Corporation No 53232

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 \$ _____

RECEIVED
 97 APR -9 AM 11:42
 DIVISION OF CORPORATION

K.R. APR - 9 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up 4/9 12.00

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> () 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.	_____	_____
SUBTOTALS	_____	_____

700002137997-2
 -04/09/97--01085--004
 ****122.50 ****122.50

FILED
 97 APR -9 PM 3:16
 STATE
 TALLAHASSEE, FL 32301

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
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**

FILED
97 APR -9 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be LAND ASSET CORPORATION. The principal place of business of this corporation shall be St. Petersburg, Florida.

ARTICLE II - NATURE OF BUSINESS

The purpose of this corporation is to engage in every phase and aspect of the business of rendering asset management and financial funding for toxic land cleaning. This corporation may also engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial office of the corporation shall be 146 Second Street, North, Suite 310, St. Petersburg, Florida, 33701 and the name of the initial registered agent is Robert E. Taylor, Jr., Esquire.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase pro rata share thereof at the price at which it is offered to others.

ARTICLE VI - DIRECTORS

This corporation shall have two officers and two directors initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successor is elected or appointed are:

F. Stuart Clemmons-President & Secretary
1924 Michigan Avenue, N.E.
St. Petersburg, FL 33703

William Webb-Vice President & Treasurer
1358 Wain Wright Way
Ft. Myers, FL 33919

Russell Ketchum-Director
12312 Capri Circle, North
Treasure Island, FL 33706

Patricia D. Younquist-Director
12312 Capri Circle, North
Treasure Island, FL 33706

ARTICLE VII - INCORPORATOR

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

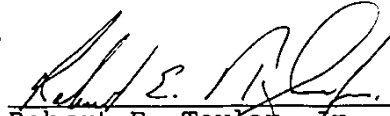
Robert E. Taylor, Jr., Esquire
146 Second Street, North
Suite 310U
St. Petersburg, FL 33701
(813) 823-5648

ARTICLE VII - INCORPORATOR

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

Robert E. Taylor, Jr., Esquire
146 Second Street, North
Suite 310U
St. Petersburg, FL 33701
(813) 823-5648

WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 7th day of April, 1997.


Robert E. Taylor, Jr., Esq.

STATE OF FLORIDA

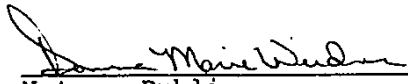
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared ROBERT E. TAYLOR, JR., who is personally known to me and upon oath duly sworn, deposes and says that he is the individual referred to in and who executed the foregoing Articles of Incorporation and that he did so freely and voluntarily.

Sworn to and subscribed before me this 7th day of April
 , 1997.



DONNA MARIE WEIDNER
My Comm Exp. 6/19/99
Bonded By Service Ins
No. CC474239
 Personally Known Other I.D.


Notary Public
State of Florida
Donna Marie Weidner
Print name

My Commission Expires: 6/19/99

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

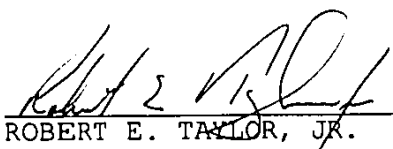
IN compliance with Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office, in the State of Florida.

1. The name of the corporation is LAND ASSET Corp.
2. The name and address of the registered agent is:

ROBERT E. TAYLOR, JR., ESQUIRE
146 Second Street, North
Suite 310U
St. Petersburg, FL 33701

Having been named 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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 4/7/96


ROBERT E. TAYLOR, JR.

FILED
97 APR -9 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA