

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

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 \$ _____

FILED
97 APR 16 PM 2:55
TALLAHASSEE, FL 32301

K.R. APR 16 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-16-97		
TIME	9:45		CK No. _____
BY	CSC		

WALK-IN
Will Pick Up _____

RE: Caribbean MidKey

Corporation

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (-) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

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

FILED
97 APR 16 PM 2:55
CLERK OF DISTRICT COURT
JANUARY 1997

ARTICLES OF INCORPORATION
of
CARIBBEAN MIDKEY CORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is CARIBBEAN MIDKEY CORPORATION.

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is:

2975 Overseas Highway,
Marathon, FL 33050

and the name of the initial registered agent of this corporation at that address is:

ROBERT K. MILLER, ESQ.

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have one director initially. The number of directors may be

Increased from time to time by the bylaws. The name and address of the Initial director is:

Joseph J. Ontiveros
58110 Morton Street
Marathon, FL 33050

ARTICLE VI - INCORPORATORS.

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

Joseph J. Ontiveros
58110 Morton Street
Marathon, FL 33050

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at 6801 Overseas Highway, Marathon, Monroe County, Florida 33050.

ARTICLE VIII - INDEMNIFICATION.

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of April, 1997.

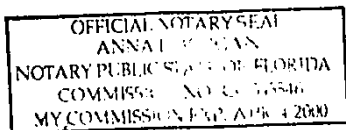

JOSEPH J. ONTIVEROS
Incorporator/ Director

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 11 day of April, 1997,
by JOSEPH J. ONTIVEROS, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal
in the State and County aforesaid this 11 day of April, 1997.





NOTARY PUBLIC, State of Florida

My commission expires:

Anna L. Morgan

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
48.091, Florida Statutes, the following is submitted:

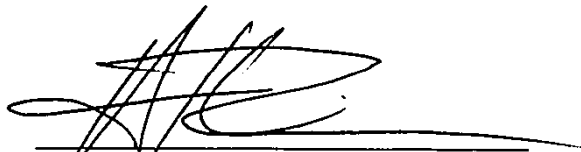
FIRST: CARIBBEAN MIDKEY CORPORATION. desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business at 6801
Overseas Highway, Marathon, Florida has named ROBERT K. MILLER, ESQ., 2975
Overseas Highway, Marathon, Florida 33050 as its agent to accept service of process with
Florida.



JOSEPH J. ONTIVEROS

Incorporator/Director

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.



ROBERT K. MILLER
Registered Agent

Dated: April 11, 1997.

FILED
97 APR 16 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA