

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 \$ _____

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE 4-25-97
TIME 10:10 CK No. _____
BY LS

WALK-IN
Will Pick Up _____RE: St. Augustine marine
Canvas & upholstery, Inc.

C.C. FEE DISBURSED

_____ Corp. Express

_____ Art. of Amend. File

_____ Corp. Record Search

_____ Ltd. Partnership File

_____ Foreign Corp.

_____ () 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

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, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

of

ST. AUGUSTINE MARINE CANVAS & UPHOLSTERY, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE I. NAME

The name of this corporation is:

ST. AUGUSTINE MARINE CANVAS & UPHOLSTERY, INC

ARTICLE II. PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 404 Riberia Street, St. Augustine, FL 32084. The mailing address of the corporation is the same. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IV. CAPITALIZATION

The aggregate number of shares that this corporation is authorized to have issue is 10,000 shares. Such shares shall be of a single class and be without par value.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


corporation is 35 Magnolia Street, St. Augustine, Florida 32084,
and the name of its initial registered agent at such address is
Charles Spires.

ARTICLE VII. INCORPORATORS

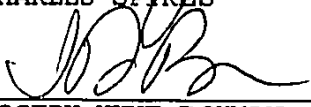
The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Charles Spires	35 Magnolia Avenue St. Augustine, FL 32084
Joseph Hunt Bowman, III	28 Joiner Street St. Augustine, FL 32084

Executed by the undersigned at St. Augustine, Florida on the
18th day of April, 1997.



CHARLES SPIRES



JOSEPH HUNT BOWMAN, III

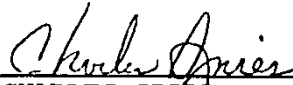
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ST. AUGUSTINE MARINE
CANVAS & UPHOLSTERY,
INC.
2. The name and address of the registered agent and office
is:

CHARLES SPIRES
35 MAGNOLIA AVENUE, ST. AUGUSTINE, FL 32804

Having been named to as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.



CHARLES SPIRES
REGISTERED AGENT
DATE: 4/18/97

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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