

P97000038482

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 30 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. APR 30 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-30-97		
TIME	9:25		CK No. _____
BY	LS		

WALK-IN
Will Pick Up _____

RE: Warren Consulting,
Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File 000002159750--5		
	-04/30/97--01005--034	
Name Reservation	****122.50	****122.50
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, 10% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
WARREN CONSULTING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I
NAME**

The name of this corporation is WARREN CONSULTING, INC.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5 Clifford Drive, Shalimar, FL 32578, and the name of the initial registered agent at that address is DANIEL C. PERRI.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

J. Barnett Warren
222 Government Avenue, Suite C
Niceville, FL 32578

ARTICLE VII
INITIAL INCORPORATORS

The name and address of the initial incorporators of this corporation are as follows:

J. Barnett Warren
222 Government Avenue, Suite C
Niceville, FL 32578

ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the Corporation is 222 Government Avenue, Suite C, Niceville, FL 32578. The mailing address for the Corporation is 222 Government Avenue, Suite C, Niceville, FL 32578.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, have hereunto set their hand and seal on this the 29th day of April, 1997, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.


J. Barnett Warren
Barnett Warren
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared J. Barnett Warren, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 29th day of April, 1997.

Daniel C. Perri
DANIEL C. PERRI
NOTARY PUBLIC
My Commission Expires:
DANIEL C. PERRI
My Commission Expires
June 6, 1997
Comm. No. CC 285377

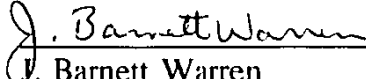


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is WARREN CONSULTING, INC.
2. The address of the registered office is 5 Clifford Drive, Shalimar, FL 32578.
3. The name of the registered agent at the registered office is Daniel C. Perri.

Dated: April 29, 1997.


J. Barnett Warren
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida 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: April 29, 1997.


Daniel C. Perri

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