

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 \$ _____

[Handwritten Signature]
 5/11
 REQUEST TAKEN CONFIRMED APPROVED
 DATE 5-1-97
 TIME 9:45
 BY DRL
 CK No. _____

WALK-IN
 Will Pick Up _____

of _____
 RE: PARA-Cycle, Inc.

- C. FEE DISBURSED
- _____ Capital Expenses
 - _____ Art. of Inc. File
 - _____ Corp. Record Search
 - _____ Ltd. Partnership File
 - _____ Foreign Corp. File
 - _____ () Cert. Copies
 - _____ 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 Prop
 - _____ FAX () pgs.

SUBTOTALS

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

100002181401-U
 -05/01/97-01023-002
 *****22.50 *****122.50
 97 MAY - 1 AM 11:07
 RECEIVED
 97 MAY - 1 AM 10:20
 DIVISION OF CORPORATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum
 THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

PARA-CYCLE, INC.

**ARTICLE I
NAME**

The name of this corporation is **PARA-CYCLE, INC.**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence, commencing on the date of filing of these Articles with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

This corporation is organized for the following purposes:

- A. To transact any and all lawful business.
- B. To do all and everything necessary and proper for the accomplishment of any of the purposes of the corporation or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, individuals or entities, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives of this corporation.
- C. The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE IV
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

FILED
97 MAY - 1 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
CAPITAL STOCK**

A. The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated as "common shares".

B. Except as otherwise provided by law or in the By-laws of the corporation, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI
ADDRESS**

The initial street address of the principal and registered office of this corporation is 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801, and the name of the initial registered agent of this corporation is Maurice Shams. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent.

**ARTICLE VII
DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than one person. The number of directors may be increased or diminished from time to time by the bylaws.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

Orville Lee Floyd, III
P.O. Box 1906
Windermere, Florida 34787-1906

**ARTICLE IX
INCORPORATORS**

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

Maurice Shams, Esq.
111 N. Orange Avenue, Suite 1200
Orlando, Florida 32801

**ARTICLE X
OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation. The following persons shall be officers of this corporation until the first meeting of the Board of Directors:

Orville Lee Floyd, III - President, Secretary and Treasurer

**ARTICLE XI
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

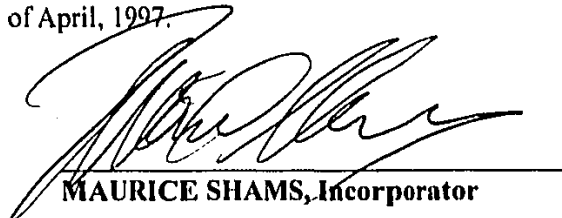
**ARTICLE XII
MEETINGS**

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

**ARTICLE XIII
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. All amendments shall be either proposed by the Board of Directors or the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

IN WITNESS WHEREOF, I have hereunto executed my hand and seal at Orlando, Florida, these Articles of Incorporation this 30th day of April, 1997.


MAURICE SHAMS, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of April, 1997, by Maurice Shams, who (✓) is personally known to me OR () produced _____ as identification.

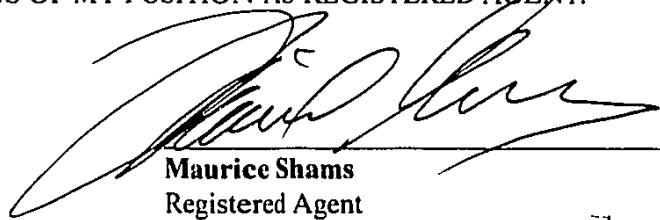


TERESA B PIPER
My Commission CC402045
Expires Aug. 21, 1998
Bonded by HAI
800-422-1555

Teresa B Piper
Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.


Maurice Shams
Registered Agent

FILIP
97 MAY -1 AM 11:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA