

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: La Croix & Nordon,
Inc

CAPITAL CONNECTION, INC. DISBURSED

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 \$ _____

Capital Express _____
Art. of Amend. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
() 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
LA CROIX & NORDON, INC.

FILED
97 MAY -5 PM 4:35
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is LA CROIX & NORDON, INC.

ARTICLE II -- ADDRESS

The initial street address of the principal office of this corporation is to be at 1810 Elmwood Drive, Oldsmar, Florida 34677. The shareholders (whether one or more) may from time to time designate such other address and place or the principal office of this corporation as they may see fit.

ARTICLE III -- NATURE OF BUSINESS

A. This corporation is organized for the purposes of transacting any and all lawful business.

B. Without limiting the generality of the foregoing, the corporation may acquire by purchase, lease, or otherwise, lands, and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved, or unimproved, and any right or interest therein.

C. To acquire by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real, or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporations and engage in the same or other character of business.

F. To guarantee, endorse, purchase, hold, transfer, sell, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

G. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

H. To carry on any or all of its operations and business, and to promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount; and to have,

use, exercise and enjoy all of the general powers of like corporation.

I. To engage in any and all lawful businesses, occupations, trades and professions.

J. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV -- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1000) shares each having a par value of Ten Cents (.10).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the shareholders of this corporation.

ARTICLE V -- TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI -- MANAGEMENT BY SHAREHOLDERS

Pursuant to authority given by Florida General Corporation Act, Chapter 607 of the

Florida Statutes, the business of this corporation will be managed by its shareholders rather than by a board of directors.

ARTICLE VII -- INITIAL SHAREHOLDERS

The names and street addresses of the initial shareholders, the number of shares of stock they agree to take, and the value of the consideration therefor is as follows:

Charles L. La Croix, Jr. 1810 Elmwood Drive Oldsmar, Florida 34677	200 shares	\$ 20.00
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Joseph Nordon 3631 Sarazen Drive New Port Richey, Florida 34655	200 shares	\$ 20.00
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600 shares will remain as Treasury Stock

ARTICLE VIII -- INITIAL OFFICERS OF THE CORPORATION

President	Phyllis A. La Croix
Secretary	Marianne Nordon
Treasurer	Charles L. La Croix, Jr.

ARTICLE IX -- DESIGNATION OF REGISTERED AGENT

The name of the initial registered agent and the initial registered office of this corporation are as follows:

Registered Agent:	Charles A. La Croix, Jr.
Registered Office:	1810 Elmwood Drive, Oldsmar, Florida 34677

ARTICLE X -- EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing with the Secretary of State.

ARTICLE XI -- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law and by the By-Laws of the Corporation.

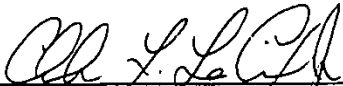
ARTICLE XII -- MISCELLANEOUS PROVISIONS

It is the intention of the incorporator of this corporation to adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for a loss on stock of a "Small Business Corporation" which qualified under the code.

ARTICLE XIII -- BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of May, 1997.



CHARLES L. LA CROIX, JR., Shareholder
and Treasurer, Pursuant to F.S. 607.021

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME personally appeared, CHARLES L. LA CROIX, JR., personally known to me to be the person described in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 2nd day of May, 1997.



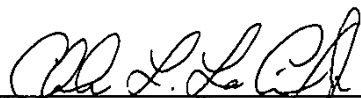
NOTARY PUBLIC



John C. Locke
My Commission CC584320
Expires January 1 2001

ACCEPTANCE OF REGISTERED AGENT

I, CHARLES L. LA CROIX, JR., having been named to accept service of process for the above stated corporation at such place as designated in this Certificate, do hereby accept to act in the capacity of Registered Agent and agree to comply with all of the provisions of Florida Statutes pertaining to such Corporation and relative to the conducting of said business and agree to keep open said office at all times necessary to accept service.



CHARLES L. LA CROIX, JR.,
Registered Agent

FILED
97 MAY -5 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA