

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870

Mailing Address: Post Office Box 10149, 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 \$ _____

RE: Products Distribution & Consulting Corporation

C.C. FEE DISBURSED

PRODUCED 4/16/97

____ Copy to _____
____ Art. of Inc. File _____
____ Record Search _____
____ Partnership File _____
____ Foreign Corp. File _____
____ Cert. Corp(s) _____
____ Art. of Amend. File _____
____ Dissolution/Withdrawal _____
____ C U S _____
____ Filitious 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..... \$

REQUEST TAKEN CONFIRMED APPROVED

DATE 5-6-97

TIME 9:10 CK No. _____

BY JK

WALK-IN
Will Pick Up _____

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
Products Distribution & Consulting Corporation

97 MAY -6 PM 12:34
FBI
FBI

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **Products Distribution & Consulting Corporation**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 813 E. Bloomingdale Avenue, Suite 301, Brandon, Florida 33511.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is R. Jeffrey Stull, Esquire., 602 South Boulevard, Tampa, Florida 33606.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Angelika Tifer

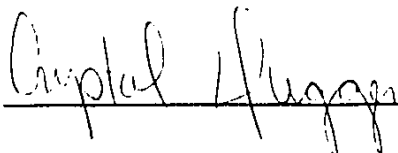
Christoperh J. Tifer

Robert D. Thornton

813 E. Bloomingdale Avenue, Suite 301, Brandon, Florida 33511.

The undersigned has executed these Articles of Incorporation this 6th day of May 1997.

"Capital Connection, Inc. by Crystal Dugger, Assistant Office Manager"



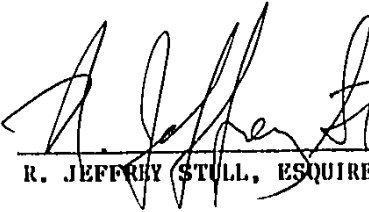
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: Products Distribution &
Consulting Corporation

2. The name and street address of the registered agent and office is: R. JEFFREY STULL, ESQUIRE
R. Jeffrey Stull, P.A.
602 South Boulevard
Tampa, Florida 33606

HAVING BEEN NAMED 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.


R. JEFFREY STULL, ESQUIRE

97 MAR 6 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED