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LA OFFICES OF
JEROME A. SIMONS, P.A.

EMERALD VILLAGE PROFESSIONAL PLAZA
3864 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021
TELEPHONE: (954) 963-2225
FAX: (954) 963-2227

JEROME A. SIMONS

DAVID J. SIMONS

October 15, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600002666376--9
-10/19/98--01018--003
****122.50 *****78.75

Re: AZURE CAPITAL, INC.

Gentlemen:

Enclosed please find the original and two copies of Articles of Incorporation for the above corporation along with the Registered Agent Designation. I have enclosed my check in the amount of \$122.50 representing your fee as follows:

Filing Fee	\$35.00
Certified copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Please return one certified and one true copy to the undersigned. Thank you for your cooperation.

Yours truly,

JEROME A. SIMONS, P.A.

BY:

DAVID J. SIMONS

DJS:mmmp
Enclosures

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ARTICLES OF INCORPORATION

OF

AZURE CAPITAL, INC.

The undersigned hereby states for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporation for profit:

ARTICLE I.

The name of the corporation shall be:

AZURE CAPITAL, INC.

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, to wit:

A. To invest in stocks, bonds, securities, real estate and any other investments, both tangible and intangible, for profit; however, same shall not be a limitation of the corporate purposes.

B. To engage in any reasonable profit making activity.

C. To buy, sell, rent and lease real estate for the use of the corporation.

D. To buy, sell, rent and lease automobiles, vans, trailers, boats, trucks or other vehicles for the use of the corporation.

E. It is the intention that each of the objects, purposes and

powers specified in each of the paragraphs of this Articles of Incorporation shall, except where otherwise so specified, be nowise limited or restricted by reference to or interference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in the article, and in each of the article or paragraphs of these articles, shall be regarded as independent objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of a life nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference, any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of these laws of the State of Florida, now or hereafter in effect or implied by any reasonable constrictions of said law.

ARTICLE III.

COMMON STOCK

The maximum number of shares of the corporation shall be One Thousand (1,000) shares, each having a par value of One Dollar (\$1.00) per share; and to be fully paid in and non-assessable; all of which will be common stock; and Five Hundred (500) shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of the Corporation as the Corporation may from time to time make, and all of said shares of stock subscribed to shall be paid for either in

cash, property, labor or services, it being recognized that property, labor or services rendered may be purchased or paid for with the common stock of the Corporation as a just valuation.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars, including cash and equipment.

ARTICLE V.

This Corporation shall have a perpetual existence unless dissolved according to the law.

ARTICLE VI.

The principal place of business of the Corporation shall be 11861 N. W. 4 Street, Plantation, Florida 33325. Said Corporation shall have full power and authority to transact business and to establish offices and agencies in other places both within and without the State of Florida and in any foreign countries.

ARTICLE VII.

The business of the Corporation shall be conducted by a Board of Directors of not less than two nor more than five, to be increased at the discretion of the Board of Directors.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors of this Corporation, all subject to the provisions of this Certificate, the By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year or until their

successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
STAYCE L. SMITH	11861 N.W. 4 Street Plantation, FL 33325
DAVID J. SIMONS	11861 N.W. 4 Street Plantation, FL 33325

ARTICLE IX.

The names and post office addresses of the Officers of the Corporation are as follows:

STAYCE L. SMITH 11861 N.W. 4 Street Plantation, FL 33324	President/Secretary/ Treasurer
DAVID J. SIMONS 11861 N.W. 4 Street Plantation, FL 33325	Vice President

ARTICLE X.

NAMES AND ADDRESSES OF SUBSCRIBERS

	<u>Shares</u>
STAYCE L. SMITH 11861 N.W. 4 Street Plantation, FL 33325	500

ARTICLE XI.

The Directors may exercise all powers held by the Corporation not inconsistent with law, and in particular they may:

(a) Determine upon what terms and conditions stock certificates which have been lost or destroyed may be replaced or reissued.

(b) Make By-Laws for the exercise of corporate powers, the management regulation and government of the Corporation's property and affairs, the transfer of its stock and the calling and holding of meetings of its stockholders.

(c) Appoint such officers and agents as the affairs of the Corporation shall require, and allow for suitable compensation.

(d) Acquire by purchase, gift, or other lawful mode, shares of its own capital stock and the capital stock of other corporations.

(e) File a plan or any documents required by the Internal Revenue Code under Section 1244, pertaining to small business corporations or Sub-chapter S in the event the directors feel that it is in the Corporation's interest.

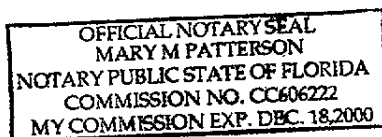
But this enumeration of powers shall not be held as in any manner curtailing the powers belonging to the directors by virtue of the Common and Statute Laws of the State of Florida.

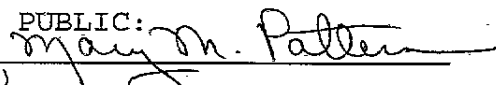
IN WITNESS WHEREOF, the undersigned Incorporators, being the same persons named in Article X above, do hereby subscribe for the number of shares of the common stock of the corporation set opposite their name in Article X, and in evidence thereof and of their desire to form this corporation do hereunto subscribe their name this 15 day of October, 1998.


STAYCE L. SMITH

STATE OF FLORIDA)
COUNTY OF BROWARD) SS

The foregoing instrument was acknowledged before me this 15 day of October, 1998, by STAYCE L. SMITH, who is personally known to me and who did not take an oath.



NOTARY PUBLIC:
(sign) 
(print) _____
State of Florida
My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

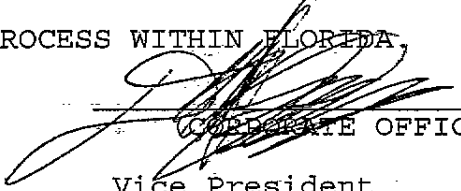
FIRST--THAT AZURE CAPITAL, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
Plantation, Florida

HAS NAMED DAVID J. SIMONS
(NAME OF RESIDENT AGENT)

LOCATED AT 3864 Sheridan Street, Hollywood, FL 33020
(STREET ADDRESS AND NUMBER OF BUILDING)

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
(CORPORATE OFFICER)

TITLE: Vice President

DATE: October 15, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE: October 15, 1998

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SECRETARY OF STATE
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