

P980000094086

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Babbitt & Associates, Inc.

200002680642--0

-11/05/98--01002--026

*****70.00 *****70.00

EFFECTIVE DATE
11-01-98

- ✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 AM 8:31

Signature _____

Requested by: Cher

11.4 244

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

RECEIVED
98 NOV -4 PM 3:45
DIVISION OF CORPORATIONS
R. P. P. NOV - 5 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 5, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: BABBITT & ASSOCIATES, INC.
Ref. Number: W98000025051

We have received your document for BABBITT & ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 298A00053856

Corrected

RECEIVED
96 NOV -5 PM 3:35
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV -5 AM 8:31

Articles of Incorporation
of

BABBITT & ASSOCIATES, INC.

ARTICLE I - NAME

The name of this incorporation shall be **BABBITT & ASSOCIATES, INC.**

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America, or the State of Florida.

EFFECTIVE DATE
11-01-98

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be ten million (10,000,000) shares of Common Stock at a par value of \$.0001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever; the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV - INITIAL CAPITAL

The corporation shall begin with One Hundred and no/100 dollars (\$100.00) as the minimum paid in capital.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have a perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The address of the principal office shall be: 5040 Farnsworth Lane, New Port Richey, FL 34653
The address of the registered office shall be: 5040 Farnsworth Lane, New Port Richey, FL 34653

The registered office may be moved from time to time by action of the Board of Directors. The registered agent shall be: Kelly A. Krcmaric, whose address is 5040 Farnsworth Lane, New Port Richey, FL 34653.

ARTICLE VII - BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1), and not more than five (5) directors. Each officer and director shall hold office until his or her successor is elected and qualified, provided however that a majority of the stockholders may, at a regular or a special meeting, remove any officer or director with or without cause. The duties, powers and functions of the officers and directors of this corporation shall be as usually devolve upon such officers and directors unless otherwise provided in the By-Laws.

ARTICLE VIII - ORIGINAL DIRECTORS

The original directors of this corporation shall be:

NAME:

Kelly A. Krcmaric 5040 Farnsworth Lane, New Port Richey, FL 34653.

ARTICLE IX - ORIGINAL SUBSCRIBERS

The original subscribers to this corporation shall be:

NAME:

ADDRESS

Kelly A. Krcmaric 5040 Farnsworth Lane, New Port Richey, FL 34653.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders by them, and approved at the stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless, however, all of the Board of Directors and all of the stockholders sign a written statement manifesting their intention to amend a certain article herein.

ARTICLE XI - SPECIAL POWERS

The following special powers, provisions, privileges and limitations shall be applicable to and govern this corporation.

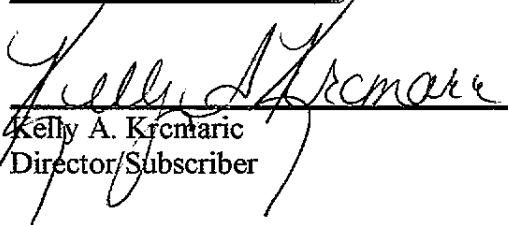
No contract or any other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected by, or invalidated by the fact that any of the directors of this corporation, provided however, that the fact that such director is interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation holding office in another corporation or being a director thereof, who is so interested, any be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction as if he were not such director or officer of such corporation and not so interested.

ARTICLE XII - DATE OF EXISTENCE

The date when this corporation shall begin its existence is: November 1, 1998

We, the undersigned, being the original subscribers to this corporation, and the capital stock therein, for the purposes of forming a corporation to do business within and without the State of Florida, in pursuance of the General Laws of the State of Florida, Chapter 607, F.S.A., and the Acts amendatory thereto and supplemental thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and do agree to take the number of shares set opposite our names.

In Witness Whereof, we have hereunto set our hands and seals this ____ day of _____, 1998.



Kelly A. Krcmaric
Director/Subscriber

Sworn to and subscribed before me this ____ Day of _____, 1998.

My Commission expires:

Notary Public - State At Large

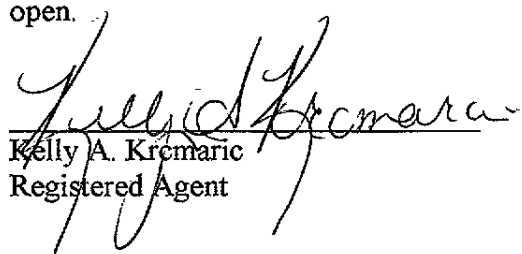
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM SERVICE
OF PROCESS IS BINDING AND ACCEPTANCE OF AGENT**

In pursuance of Chapter 40.091 Florida Statutes, the following is submitted in compliance with said Act.

The corporation, **BABBITT & ASSOCIATES, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business at 5040 Farnsworth Lane, New Port Richey, FL 34653, has named Kelly A. Krcmaric as its Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named corporation at the address which is designated in this Certificate of Incorporation, I hereby accept to act in this capacity, and I agree to comply with the provisions of said act relative to keeping said office open.


Kelly A. Krcmaric
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 AM 8:31