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TRANSMITTAL LETTER

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99 FEB 25 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

409 E. Gaines Street
Tallahassee, FL 32399

850-487-6002

SUBJECT: Bristol Capital, Inc.
(Proposed corporate name - must include suffix)

800002787518--8
-02/25/99--01075--012
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: Randall Prouty
Name (Printed or typed)
2247 Palm Beach Lakes Blvd
Address
West Palm Beach, FL
City, State & Zip
310-457-3236
Daytime Telephone number

Please find enclosed an airbill so the filed Articles can be returned right away. Thank You.

NOTE: Please provide the original and one copy of the articles.

SD
2/26

Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned Incorporator hereby adopts the following Articles for the purpose of forming a corporation under the Florida Business Corporation Act.

Article I

Corporation Name: The name of the Corporation shall be: Bristol Capital, Inc.

Article II

Business Address: The Corporation's business office shall be located at:

Bristol Capital, Inc.
2247 Palm Beach Lakes Blvd., Suite 220
West Palm Beach, Florida 33409

Article III

Authorized Shares: This Corporation is authorized to have 100,000,000, One Hundred Million, shares with no par value, outstanding at any one time.

Article IV

Registered Agent: The initial name and address for the Registered Agent shall be:

Randall Prouty
c/o Bristol Capital, Inc.
2247 Palm Beach Lakes Blvd., Suite 220
West Palm Beach, Florida 33409

Article V

Incorporator: The initial Incorporator of this Corporation is:

Randall Prouty
c/o
Bristol Capital, Inc.
2247 Palm Beach Lakes Blvd., Suite 220
West Palm Beach, Florida 33409

Article VI

Director and Officers: The Corporation shall have no less than one Director and one Officer at any time. The initial Director and Officers of the Corporation shall be:

Randall Prouty, Director
Randall Prouty - President/Secretary
c/o Bristol Capital, Inc.
2247 Palm Beach Lakes Blvd., Suite 220
West Palm Beach, Florida 33409

Article VII

Corporate Duration: This Corporation shall have a perpetual duration unless sooner dissolved by law.

Article VIII

Corporate By-Laws: The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be vested in a Board of Directors who shall formulate and approve By-Laws that govern the Corporation's business.

Article IX

Business Purpose: This Corporation is authorized to engage in any reasonable business activity allowed under state or federal law.

In Witness Whereof, these Articles of Incorporation are signed and sealed this date.

Randall Prouty
Incorporator

Randall Prouty Date 2-18-99

Registered Agent Certification

The following is submitted in compliance with Chapter 48.091 & 607.0502 of the Florida Statutes:

* * *

The Incorporator desiring to organize under the Laws of the State of Florida with its principle office as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named the following as Registered Agent to accept process within the State for Bristol Capital, Inc.

Randall Prouty
c/o Bristol Capital, Inc.
2247 Palm Beach Lakes Blvd., Suite 220
West Palm Beach, Florida 33409

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity. I further agree to comply with all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent
Randall Prouty

Randall Prouty Date 2-18-99
Signature

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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