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DOROTHY L. HUKILL, P.A.
Attorney and Counsellor at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 14 AM 9:13

ALSO ADMITTED IN NEW YORK

(904) 304-3133

1620 SOUTH CLYDE MORRIS BOULEVARD
SUITE 110
DAYTONA BEACH, FLORIDA 32119
FACSIMILE (904) 304-3135

June 10, 1999

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****122.50 *****78.75

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

RE: CAPRINE SOLUTIONS, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for the above along with my firm's check in the sum of \$122.50 representing the requisite filing fee.

Kindly file and return the Certificate of Incorporation in the stamped, self-addressed envelope enclosed herein for your convenience. Thank you for your attention to this matter.

Sincerely,

Dorothy L. Hukill

Dorothy L. Hukill, P.A.

DLH/tas

Enclosures

D. BROWN JUN 15 1999

**ARTICLES OF INCORPORATION
OF**

CAPRINE SOLUTIONS, INC.

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The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAPRINE SOLUTIONS, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal office of this corporation shall be 1500 Beville Road, Suite 606, Daytona Beach, FL 32114-5644 and the mailing address shall be PMB 204, 1500 Beville Road, Suite 606, Daytona Beach, FL 32114-5644.

ARTICLE III. NATURE OF BUSINESS

The general purposes for which the corporation is organized are to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1620 S. Clyde Morris Blvd., Suite 110, Daytona Beach, Florida 32119, and the name of the initial registered agent of the corporation at that address is DOROTHY L. HUKILL, P.A.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The names and addresses of the initial members of the Board of Directors are:

ROGER L. JOHNSON	919 Challenger Drive Austin, TX 78734-4209
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MARY G. JOHNSON	919 Challenger Drive Austin, TX 78734-4209
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ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

ROGER L. JOHNSON	919 Challenger Drive Austin, TX 78734-4209
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MARY G. JOHNSON	919 Challenger Drive Austin, TX 78734-4209
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ARTICLE IX. OFFICERS

The names and addresses of the officers of this corporation are:

President:

ROGER L. JOHNSON	919 Challenger Drive Austin, TX 78734-4209
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Vice President, Secretary and Treasurer:

MARY G. JOHNSON	919 Challenger Drive Austin, TX 78734-4209
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ARTICLE X. PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

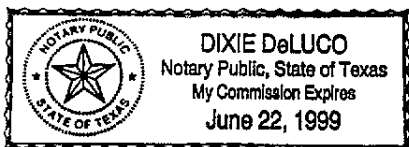
IN WITNESS WHEREOF, the undersigned hereunto set their hands and seals to the foregoing Articles of Incorporation on this 8 day of June, 1999.

Roger L. Johnson
ROGER L. JOHNSON
Mary G. Johnson
MARY G. JOHNSON

STATE OF TEXAS

COUNTY OF Travis

Subscribed and sworn to before me this 8 day of June, 1999, by ROGER L. JOHNSON and MARY G. JOHNSON who are personally known to me or who produced Texas Business License as identification and who did take an oath.

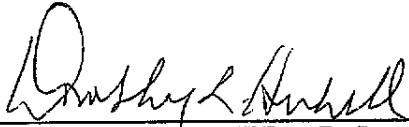


Dixie DeLuco
Notary Signature
Printed Name: Dixie DeLuco
State of: Texas
Commission No.: 01020533-3
Commission Expires: 6-22-1999

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

DOROTHY L. HUKILL, P.A., having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


DOROTHY L. HUKILL, P.A.

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