

P95000054515

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, 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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

DMC 7/14/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<i>MLC</i>	_____	CK No. _____
BY	_____	_____	_____

WALK-IN Will Pick Up *7/14 12:00*

RE: Corporate Information
Management Systems, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious 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		

200001537952
 -07/14/95--01021--017
 *****122:50 *****122:50

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

FILED
 95 JUL 14 PM 12:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

FILED

95 JUL 14 PM 12:15

**ARTICLES OF INCORPORATION
OF
CORPORATE INFORMATION MANAGEMENT SYSTEMS, INC.**

CLERK OF STATE
TALLAHASSEE, FLORIDA

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 this Corporation is **CORPORATE INFORMATION MANAGEMENT SYSTEMS, INC.**

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation is 150 East Palmetto Park Road, Suite 350, Boca Raton, Florida 33432.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having a par value of ONE CENT (\$0.01) per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered office of this Corporation shall be 150 East Palmetto Park Road, Suite 350, Boca Raton, Florida 33432 and the initial registered agent of this Corporation shall be Joseph Zahran, who upon accepting this designation agrees to comply with the Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of THREE (3) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1). The names and addresses of the directors constituting the initial Board of Directors are:

Joseph S. Zahran
150 East Palmetto Park Road
Suite 350
Boca Raton, FL 33432

Emmanuel Sarmiento Jr.
Suite 350
150 East Palmetto Park Road
Boca Raton, FL 33432

Antoine Karkabi
5100 Westheimer
Suite 550
Houston, Texas 77056

ARTICLE VIII - INDEMNIFICATION

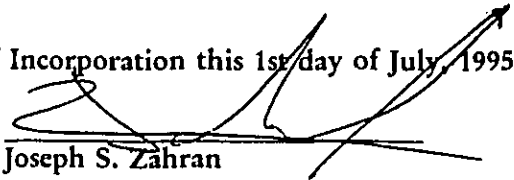
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Joseph S. Zahran
150 East Palmetto Park Road
Suite 350
Boca Raton, Florida 33432

The undersigned has executed these Articles of Incorporation this 1st day of July, 1995.


Joseph S. Zahran


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 JUL 14 PH 12:15

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned: STATE corporation, organized under the laws of the state of Florida, submits the following FLORIDA statement in designating the registered office/registered agent, in the state of Florida.

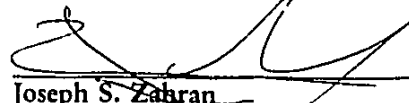
1. The name of the corporation is CORPORATE INFORMATION MANAGEMENT SYSTEMS, INC.
2. The name and address of the registered agent and office is:
Joseph S. Zahran
150 East Palmetto Park Road
Suite 350
Boca Raton, Florida 33432



Joseph S. Zahran

Date: 7-1-95

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.



Joseph S. Zahran

Date: 7-1-95