

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

PO0000063262

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ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 6-29-00

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*****78.75 *****78.75

REF. #: 0150

CORP. NAME: Synergy Capital Partners, Inc

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

FILED
00 JUN 29 AM 11:01
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 8131 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

RECEIVED
00 JUN 29 AM 10:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

T.SMITH JUN 29 2000

ARTICLES OF INCORPORATION
OF
SYNERGY CAPITAL PARTNERS, INC.

FILED
00 JUN 29 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SYNERGY CAPITAL PARTNERS, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, 14th Floor, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, 14th Floor, City of Miami, County of Miami-Dade, State of Florida and the name of its initial registered agent at such office is Lucy Beiro.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the name and address of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Hugo Mantilla
1221 Brickell Avenue, 14th Floor
Miami, Florida 33131

Lucy Beiro
1221 Brickell Avenue, 14th Floor
Miami, Florida 33131

Eric Newman
1221 Brickell Avenue, 14th Floor
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Jim Leshaw and the address of the Incorporator is 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27th day of June, 2000.

Jim Leshaw, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SYNERGY CAPITAL PARTNERS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Lucy Beiro
Lucy Beiro, Registered Agent

Dated: June 28, 2000

FILED
00 JUN 29 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA