

Law Offices of Donald N. Jacobson

PO100072219

4400 North Federal Highway
Suite 210-24
Boca Raton, Florida 33431
Telephone: 561/338-9610
Facsimile: 561/338-7127
Email: dny@gate.net

Member of the Florida Bar, Middle and Southern Districts
Of Counsel: L. Gregory Loomar, P.A.

July 17, 2001

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300004485849--7
-07/19/01--01044--025
*****78.75 *****78.75

Re: *Eagle Venture Capital, Inc.*

To Whom It May Concern:

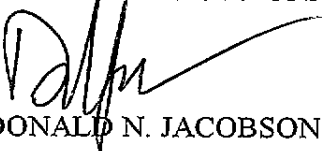
Enclosed herewith are one original and one duly-executed copy of the Articles of Incorporation for the above-captioned corporation.

Please file the enclosed Articles of Incorporation and, upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$78.75 to cover fees.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF DONALD N. JACOBSON


DONALD N. JACOBSON

DNJ:lw
enclosures

01 JUL 19 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BS
7/23/01 ✓

**ARTICLES OF INCORPORATION
OF
EAGLE VENTURE CAPITAL INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is EAGLE VENTURE CAPITAL INC., and the mailing address shall be 2649 N.E. 13th Avenue, Pompano Beach, Florida 33064.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in the practice of and to conduct any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this corporation is authorized to issue to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company.

Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2649 N.E. 13th Avenue, Pompano Beach, Florida 33064, and the name of the initial registered agent of this corporation at that address is STEVEN E. BRYANT.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
Steven E. Bryant, President	2649 N.E. 13 th Avenue Pompano Beach, Florida 33064.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debtors of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock

in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATORS


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

NAME

ADDRESS

Steven E. Bryant

2649 N.E. 13th Avenue
Pompano Beach, Florida 33064.



STEVEN E. BRYANT

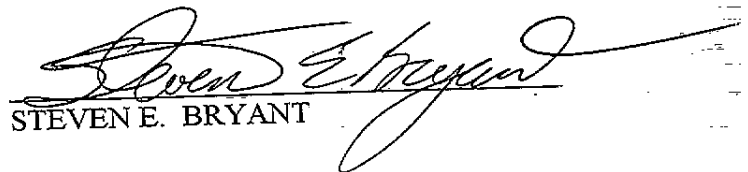
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
EAGLE VENTURE CAPITAL INC.


Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for EAGLE VENTURE CAPITAL INC., STEVEN E. BRYANT hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

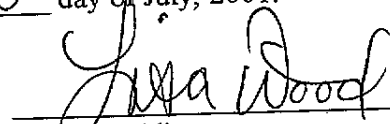

STEVEN E. BRYANT

STATE OF FLORIDA)
COUNTY OF Palm Beach)

BEFORE ME, the undersigned authority, this day personally appeared STEVEN E. BRYANT, who is personally known to me or who has produced _____ (type of identification) as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS my hand and official seal this 10 day of July, 2001.

 Lisa K Wood
My Commission CC820959
Expires March 25, 2003


Notary Public
State of Florida at Large

My Commission Expires: