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TRANSMITTAL LETTER
FILED

02 JAN 24 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

800004793608--5
-01/24/02--01011--005
*****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

FROM: Brooks C. Miller -- Brooks C. Miller Pa
Name (Printed or typed)

1690 First Union Financial Center, 200 South Biscayne Blvd.
Address

Miami, Florida 33131
City, State & Zip

305-372-0900
Daytime Telephone number

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

CBL30

**Articles Of Incorporation of
Equity Capital Partners, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

The undersigned incorporators, 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 the Corporation is Equity Capital Partners, Inc.

**Article II
Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III
Stock**

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of \$.10 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. **Liquidation.** Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Cumulative Voting. There shall be no cumulative voting.

Section C. No Pre-emptive Rights of Shareholders. No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

**Article IV
Principal Office**

The address of the principal office of the Corporation is 200 S. Biscayne Blvd. Suite 1690, Miami, Florida 33131.

**Article V
Agent For Service Of Process**

Brooks C. Miller
1690 First Union Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131

**Article VI
Incorporator**

The name and address of the Incorporator is:

Brooks C. Miller
200 S. Biscayne Blvd. Suite 1690
Miami, Florida 33131

**Article VII
Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

**Article VIII
Corporate Seal**

This Corporation shall have a corporate seal.

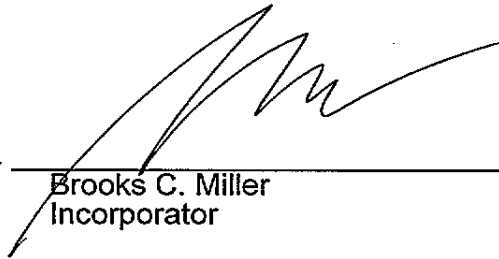
**Article IX
Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

Article X
Amendment Of Articles Of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated January 21, 2002.




Brooks C. Miller
Incorporator

Acceptance

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



(Signature of Registered Agent)



January 21, 2002
(Date)