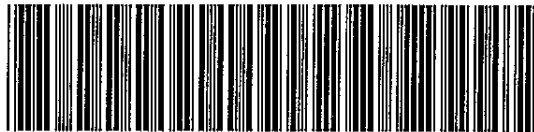


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STATE

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KEOUGH & DUBOSE, P.A.

ATTORNEYS AND COUNSELORS AT LAW

225 NORTH SCENIC HIGHWAY
FROSTPROOF, FLORIDA 33843
TELEPHONE (863) 676-2900
FAX (863) 635-4088

December 18, 2003

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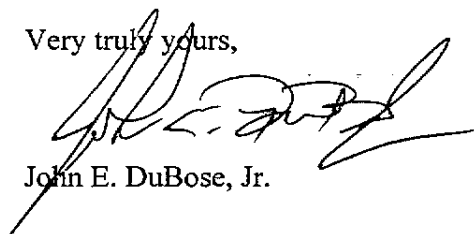
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for Capital Financial, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Capital Financial, Inc., along with this firm's check in the amount of \$78.75 to cover the filing fee. Please file the Articles and forward a certified copy to the undersigned at your earliest convenience. Thank you for your cooperation in this matter.

Very truly yours,



John E. DuBose, Jr.

JED/js
Enclosures

FILED
2004 FEB 16 AM 9:18
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

2004 FEB 16 AM 9:18

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

January 5, 2004

JOHN E. DUBOSE JR., ESQ.
POST OFFICE BOX 1609
ORLANDO, FL 32802-1609

SUBJECT: CAPITAL FINANCIAL, INC.
Ref. Number: W0400000313

We have received your document for CAPITAL FINANCIAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date **may** be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 704A00000385

ARTICLES OF INCORPORATION
OF
CAPITAL FINANCIAL OSCEOLA, INC.

2004 FEB 16 AM 9:18
STATE OF FLORIDA
TALLAHASSEE FLORIDA

ARTICLE I

NAME OF INCORPORATION

The name of the corporation is CAPITAL FINANCIAL OSCEOLA, INC.

ARTICLE II

The principal office of the Corporation is located at 221 Ruby Street, Suite A, Kissimmee, Florida 34741.

ARTICLE III

The street address of the initial registered agent of the Corporation is 514 East Colonial Drive, Orlando Florida 32803 and the name of the initial registered agent at that address is John E. DuBose, Jr.

ARTICLE IV

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

ARTICLE V

The affairs of this Corporation shall be managed initially by a Board of two (2) Directors. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Director until the selection of his/her successor are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Harrell	221 Ruby Avenue, Suite A Kissimmee, FL 34741
Sydney Harrell	221 Ruby Avenue, Suite A Kissimmee, FL 34741

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year.

ARTICLE VI

The affairs of the Corporation shall be managed by a President, Secretary, and Treasurer and such other officers as permitted by the By-Laws. The names of the persons who shall act as officers of the Corporation until the election of his/her successor are:

President:	Michael Harrell
Secretary:	Michael Harrell
Treasurer:	Michael Harrell

The above-named officers shall serve until the first and organizational meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their selection.

ARTICLE VII

DURATION

The corporation shall exist perpetually.

ARTICLE VIII

BY-LAWS

The By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,700 shares of common stock (having a par value of \$1.00 per share). All shares are subject to the following restrictions:

A. Shareholders may dispose of their stock in this

Corporation or encumber said stock only under the conditions expressed herein.

B. Any shareholders desiring to encumber or dispose of his stock must obtain the written consent of each of the other shareholders of this Corporation.

C. In the absence of the obtaining of such written consent, shareholders desiring to encumber or dispose of the stock shall offer to sell all of their stock, first, to the Corporation in accordance with the terms of this agreement. They shall inform the Corporation of their intention to sell by registered mail to the Corporation, at its registered agent's office, and to each shareholder. Within sixty (60) days of the date of such receipt of said notice by the Corporation and by each of the other shareholders, the sale shall take place and the Corporation shall purchase the stock in accordance with the requirements hereinafter stated. The purchase price for each share of stock shall be the book value on the last day of the month preceding the date of the notice of intention to sell. The accountant for the Corporation shall determine the book value, and the Corporation shall pay said amount in cash. If the Corporation does not have sufficient surplus, then whatever surplus is available shall be utilized and the Corporation, through its shareholders, shall reduce the capital of the Corporation in order to provide sufficient surplus for the Corporation to purchase all of the offered stock. In the event the Corporation is unable under the law to so reduce its capital, then the shareholders shall offer to sell the stock to the remaining shareholders of the Corporation, to be purchased at the same time as defined above, on a pro rata basis. In the event of the death of any shareholders, their stock shall be purchased by the Corporation, in accordance with the above-referenced provisions. In the event the Corporation is unable to purchase any or all of the stock, the remaining shareholders of the Corporation shall have the right to purchase their pro rata amount of the decedents' stock at the above-determined price. The estates of the decedents shall be obligated to sell said stock to the Corporation or other shareholders.

D. The certificates of stock of this Corporation shall be temporarily surrendered to the Corporation for the purpose of adding the following endorsement on each share certificate: "This share certificate is subject to a restriction against sale or encumbrance contained in the Articles of Incorporation. Said Articles

provide for restrictions upon transfer of the stock and a copy of the Articles of Incorporation may be obtained from the Secretary of the Corporation." After said stock is inscribed with said statement, then the stock certificates shall be returned to the shareholders immediately subsequent to the endorsement of the share certificates. This restriction is binding upon all purchasers of the stock of this Corporation, their heirs, successors, assigns, and legal representatives.

ARTICLE X

INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Michael Harrell	221 Ruby Avenue, Suite A Kissimmee, FL 34741

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Corporation, have executed these Articles of Incorporation this 18th day of December, 2003.

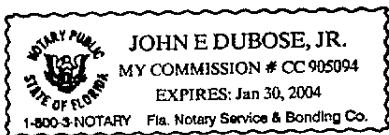


MICHAEL HARRELL

STATE OF FLORIDA
COUNTY OF OSCEOLA

18th The foregoing instrument was acknowledged before me this 18th day of December, 2003, by Michael Harrell, who is personally known to me or who produced _____ as identification.

Given my hand and official seal this 18th day of December, 2003.



[Signature]
Printed Name: John E. Dubose, Jr.
Notary Public, State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of CAPITAL FINANCIAL OSCEOLA, INC.

[Signature]
JOHN E. DUBOSE, JR.

FILED
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