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FDR FINANCIAL GROUP

Division of Corporations

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Florida Department of State
Division of Corporations
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PAGE 01
FILED Page 1 of 1
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
Phone : (954) 966-2112
Fax Number : (954) 981-1605

FLORIDA PROFIT CORPORATION OR P.A.

KAPITAL HOLDINGS GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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SECRETARY OF CORPORATION
DIVISION 9
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**ARTICLES OF INCORPORATION
OF
KAPITAL HOLDINGS GROUP, INC.**

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is KAPITAL HOLDINGS GROUP, INC.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is 20023 N.E. 19th Place, North Miami Beach, Florida 33179.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

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ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Mitchell F. Green, and the name of the initial registered agent of this corporation at that address is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021.

ARTICLE IX

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 never less than one (1).

The name and address of the initial director of this corporation is:

Howard Kaplan
20023 N.E. 19th Place
North Miami Beach, FL 33179

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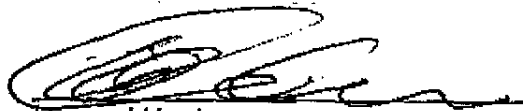
ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Howard Kaplan
20023 N.E. 19th Place
North Miami Beach, FL 33179

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 13 day of ~~September~~ 2004.



Howard Kaplan
Initial Director/Incorporator

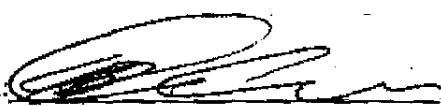
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST -- That KAPITAL HOLDINGS GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 20023 N.E. 19th Place, City of North Miami Beach, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: _____



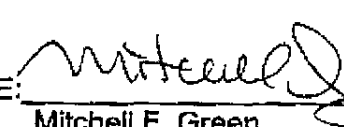
Howard Kaplan

TITLE: Incorporator

DATE: 9/13/04

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: _____



Mitchell F. Green
Registered Agent

DATE: 9/13/04

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