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July 10, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-07/12/96--01053--003
***122.50 ***122.50

RE: Filing Articles of Incorporation
New American Capital Corp.

Gentlemen:

Please find enclosed the original and (1) one copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50, which represents \$70.00 filing fee, \$52.50 for certified copy.

After the Articles of Incorporation have been filed, please return the Certified copy to my attention at the address on the letterhead.

Sincerely,

Linda A. Newsom

Mrs. Linda A. Newsom
Paralegal

/lan
Enc.

FILED
96 JUL 12 AM 11:58
TALLAHASSEE, FLORIDA

D. BROWN JUL 15 1996

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NEW AMERICAN CAPITAL CORP.

ARTICLE I: NAME

The name of this corporation is NEW AMERICAN CAPITAL CORP., whose address 315 Northeast 3 Avenue, Suite 201, Ft. Lauderdale, FL 33301.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 315 Northeast 3 Avenue, Suite 201, Ft. Lauderdale, FL 33301, and the name of the initial registered agent of this corporation is Patrick J. Gallagher.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

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

Patrick J. Gallagher
315 Northeast 3 Avenue, Suite 201
Ft. Lauderdale, FL 33301

ARTICLE VIII: INCORPORATOR

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

Patrick J. Gallagher
315 Northeast 3 Avenue, Suite 201
Ft. Lauderdale, FL 33301

ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of July, 1996.


PATRICK J. GALLAGHER

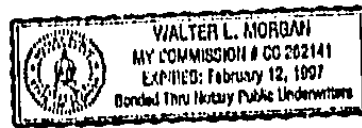
STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared PATRICK J. GALLAGHER [] personally known to me or [] who has produced _____ as identification and is known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and who did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 10 day of July, 1996.



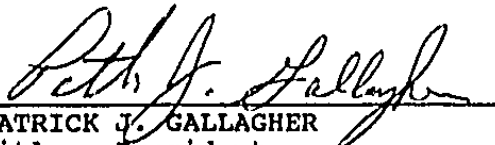
Notary Public
My Commission Expires:




REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT Patrick J. Gallagher (incorporator) desiring to organize or qualify New American Capital Corp., under the laws of the State of Florida, with its principal place of business in the City of Ft. Lauderdale, State of Florida, has named Patrick J. Gallagher as its agent to accept service of process within the State of Florida.


PATRICK J. GALLAGHER
Title: President
Date: 7-10-96

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. The undersigned is familiar with, and accepts, the obligations of this position.


PATRICK J. GALLAGHER
Registered Agent
Date: 7-10-96

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STATE OF FLORIDA