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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ LUIS
PHONE: (305)672-0686

ACCT#: 073171003004

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NAME: CAPITAL FCG UNLIMITED, INC.
AUDIT NUMBER.....H9700006326
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Capital FCG Unlimited, Inc.

Article II. Address

The mailing address of the Corporation is:
Capital FCG Unlimited, Inc.
3070 NW 40th Terrace
Suite 109
Lauderdale Lakes FL 33313

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Greg Balk
3070 NW 40th Terrace
Suite 109
Lauderdale Lakes FL 33313

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Greg Balk
Albert Balk

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

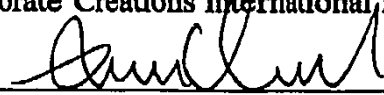
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 17, 1997

The undersigned incorporator executed these Articles of Incorporation on April 17, 1997

Corporate Creations International Inc.

By: _____


Luis A. Uriarte Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0888

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Capital FCG Unlimited, Inc.

REGISTERED AGENT/OFFICE:

Greg Balk
3070 NW 40th Terrace
Suite 109
Lauderdale Lakes FL 33313

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Greg Balk
by L.A. Uriarte as attorney-in-fact

Date: April 17, 1997

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Miami Beach FL 33139-8629
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