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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Huntington Capital Corp.

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-01/02/98--01004--002  
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AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Trademark
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Ordered By: K. Rolfe **JAN 2 1998**

Date: \_\_\_\_\_

FILED  
98 JAN -2 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HUNTINGTON CAPITAL CORP.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

HUNTINGTON CAPITAL CORP.

ARTICLE II - PURPOSE

This corporation shall be authorized to undertake any other lawful business or enterprise allowed by the Laws of the State of Florida and of the United States.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue a maximum of 500 shares of \$1.00 par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - RIGHTS OF SHARES OF CAPITAL STOCK

Section 1.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2.

Except as otherwise provided by law, the entire voting power for the election of Board of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rate 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 PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial principal office of this corporation shall be:

5550 Glades Road, Suite 308  
Boca Raton, Florida 33431

The name of the initial Registered Agent of this corporation shall be:

Kenneth H. Tribuch, Esq.  
Alan Fishman & Associates, P.A.  
2301 West Sample Road  
Building 3, Suite 3A  
Pompano Beach, Florida 33073

#### ARTICLE VII - 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 By-Laws but shall never be less than one (1).

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

Darrin Loebig  
5550 Glades Road, Suite 308  
Boca Raton, Florida 33431

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceedings in

which he may be involved with which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses including attorney's fees and the costs of a reasonable settlement made with a view of curtailment of the costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreement, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

#### ARTICLE VIII - INCORPORATORS

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

Darrin Loebig  
5550 Glades Road, Suite 308  
Boca Raton, Florida 33431

#### ARTICLE IX

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books or accounts or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable, if, in good faith, in determining the amount available for dividends or distributions, he considers the assets to be of their book value.

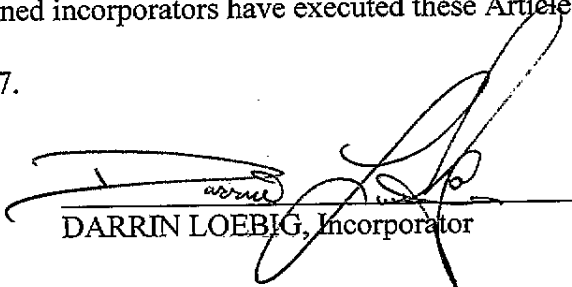
## ARTICLE X

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 shareholders, and approved by a shareholders meeting by fifty-one (51%) percent of the shareholders entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be adopted.

## ARTICLE XI

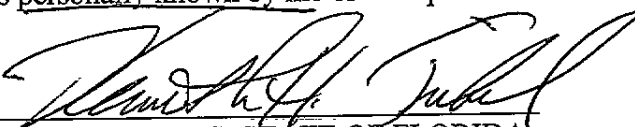
Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed with the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally and collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

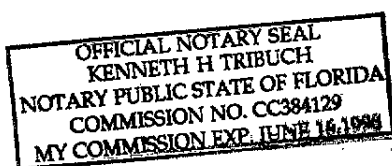
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 16 day of December, 1997.

  
DARRIN LOEBIG, Incorporator

STATE OF FLORIDA       )  
                                  ) SS.:  
COUNTY OF BROWARD    )

THE FOREGOING INSTRUMENT was acknowledged before me this 16 day of  
December, 1997 by DARRIN LOEBIG, who is personally known by me or who produced  
\_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

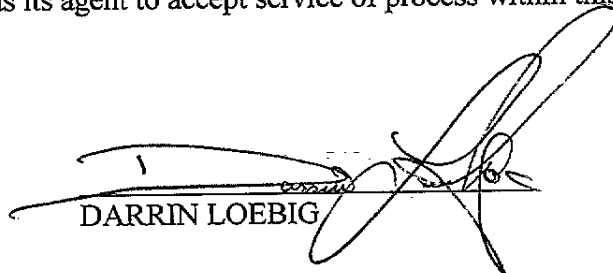


\_\_\_\_\_  
Printed Name of Notary Public

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

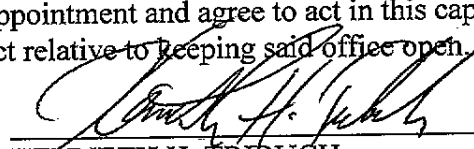
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—that HUNTINGTON CAPITAL CORP., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Boca Raton, County of Palm Beach, State of Florida, has named Kenneth H. Tribuch, Esq., of Alan Fishman & Associates, P.A., located at 2301 West Sample Road, Building 3, Suite 3A, Pompano Beach, State of Florida 33073, as its agent to accept service of process within this state.

  
DARRIN LOEBIG

ACKNOWLEDGMENT: (must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping said office open.

  
KENNETH H. TRIBUCH  
Registered Agent

Plead\Huntington.Art

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