

P990000458



THE UNITED STATES CORPORATION COMPANY

FILED

99 JUL 19 AM 9:57

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 311686 7176554
AUTHORIZATION :
COST LIMIT : \$ 70.00

Patricia Pjuts

ORDER DATE : July 19, 1999
ORDER TIME : 3:10 PM
ORDER NO. : 311686-005
CUSTOMER NO: 7176554

400002935544--9

CUSTOMER: Brian Waxman, Esq
FOUNDATION CAPITAL
FOUNDATION CAPITAL
122 Olympus Way
Jupiter, FL 33477

RECEIVED

99 JUL 19 PM 4:01

DOMESTIC FILING

NAME: FOUNDATION CAPITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 7/20/99

**ARTICLES OF INCORPORATION
OF
FOUNDATION CAPITAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of the corporation shall be FOUNDATION CAPITAL, INC.

ARTICLE II

The principal office and mailing address of the Corporation is 122 Olympus Way, Jupiter, Florida 33477.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue 500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V

The period of the Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered office of the Corporation is 122 Olympus Way, Jupiter, Florida 33477; and the initial Registered Agent of the Corporation at that address is BRIAN K. WAXMAN, ESQUIRE.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is one (1), whose name and address is as follows:

BRIAN K. WAXMAN, ESQUIRE
122 Olympus Way
Jupiter, Florida 33477

ARTICLE VIII

The name and address of the Incorporator is as follows:

BRIAN K. WAXMAN, ESQUIRE
122 Olympus Way
Jupiter, Florida 33477

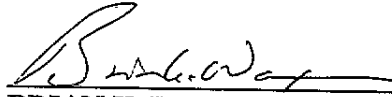
ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of FOUNDATION CAPITAL, INC. for the uses and purposes aforesaid this 17 day of July, 1999.


BRIAN K. WAXMAN, ESQUIRE

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

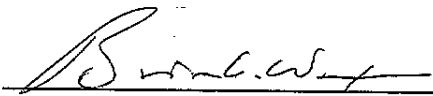
Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First, that FOUNDATION CAPITAL, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 122 Olympus Way, Jupiter, Florida 33477, County of Palm Beach, State of Florida, has named BRIAN K. WAXMAN, ESQUIRE of the same address as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

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

DATED this 12 day of July 1999.



BRIAN K. WAXMAN, ESQUIRE
Registered Agent

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TALLAHASSEE, FLORIDA