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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

AMERI-CAP COMMERCIAL LEASE GROUP, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 2000

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SUBJECT: AMERI-CAP COMMERCIAL LEASE GROUP, INC.
REF: W00000000279

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ARTICLES OF INCORPORATION
OF
AMERI-CAP COMMERCIAL LEASE GROUP, INC.

EFFECTIVE DATE
01-04-00

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

AMERI-CAP COMMERCIAL LEASE GROUP, INC.

The mailing address for the Corporation is:

150 S. Pine Island Road, Suite 500, Plantation, Florida 33324

ARTICLE II
PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III
DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
150 S. PINE ISLAND ROAD, SUITE 500
PLANTATION, FLORIDA 33324
(954) 577-9177 - telephone
(954) 577-9883 - fax

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ARTICLE IV
CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue shall be two million (2,000,000) shares of which one million five hundred thousand (1,500,000) shares shall be Common Stock of the par value of one cent (\$.01) per share and five hundred thousand (500,000) shares shall be Preferred Stock of the par value of one cent (\$.01) per share.

ARTICLE V
INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI
SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Robert D. Press	150 S. Pine Island Road, Suite 500 Plantation, Fl. 33324	1

ARTICLE VII
DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

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ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified, is:

NAME

ADDRESS

Robert D. Press

150 S. Pine Island Road, Suite 500
Plantation, Fl. 33324

ARTICLE IX
VOTING RIGHTS

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

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 S. PINE ISLAND ROAD, SUITE 500, PLANTATION, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 4th day of January, 2000.


ROBERT D. PRESS

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STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared ROBERT D. PRESS, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Plantation, Broward County, Florida, this 14 day of JANUARY, 2000.


Notary Public, State of
Florida at Large

My Commission Expires:



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AMERI-CAP COMMERCIAL LEASE GROUP, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS

_____ MAY BE SERVED _____

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST, THAT AMERI-CAP COMMERCIAL LEASE GROUP, INC. IS DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PLANTATION, STATE OF FLORIDA, HAS
NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 150 S. PINE ISLAND ROAD, SUITE 500,
PLANTATION, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

Signature: Robert D. Press

ROBERT D. PRESS

Title: SubscriberDate: 1-4-00

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Having been named to accept services 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: Maynard J. Hellman

MAYNARD J. HELLMAN

(Registered Agent)

Date: 1-4-00

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