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FIRST TRUST CAPITAL, INC.
11900 Biscayne Boulevard, Suite 105
North Miami, FL 33181

305-892-1414

Fax: 305-893-1717

February 29, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: FIRST TRUST CAPITAL, INC

Gentlemen:

Enclosed is my check in the amount of \$122.50 representing filing fees and the cost of certified copy of Articles of Incorporation together with the original and one copy of the Articles of Incorporation.

Very truly yours,

Todd Leoni

Enclosures

FILED
00 MAR - 6 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-03/06/00--01137--006
*****122.50 *****78.75

cc

To dd GAVE
AUTHORIZATION BY PHONE TO
CORRECT EFF DATE
DATE 3-13-00
DOC EXAM 7c

R. CHESLER

MAR 1 3 2000

W-6588

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be:

FIRST TRUST CAPITAL, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address for this corporation shall be:

**P.O. BOX 381703
MIAMI, FL 33238**

ARTICLE III SHARES

The number of shares of stock this corporation is authorized to have outstanding at any one time is:

100 (One Hundred)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

**TODD LEONI
11900 Biscayne Blvd Ste 105
MIAMI, FL 33181**

ARTICLE V EFFECTIVE DATE

The effective date is:

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**TODD LEONI
P.O. BOX 381703
MIAMI, FL 33238**

Signature/Incorporator

Date

(An additional article must be added if an effective date is requested)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature/Registered Agent

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR - 6 PM 1:50

FILED

10-10-98

10-1-98