

MAR-28-2000 16:09  
Division of Corporations

EMPIRE CORPORATE KIT

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Florida Department of State  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**  
**CGM CAPITAL CORP.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
CGM CAPITAL CORP.**

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

- FIRST:** The name of the Corporation is CGM Capital Corp.  
(the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 399 S. Federal Highway, Boca Raton, FL, 33432
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$.001 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 399 S. Federal Highway, Boca Raton, FL, 33432, and the registered agent at that address is Chris Muro.
- FIFTH:** The name and address of the incorporator of the Corporation is Chris Muro.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations maybe formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Chris Muro

399 S. Federal Highway  
Boca Raton, FL 33432

Prepared by:  
Cory B. Nass, Esq.  
1801 Clint Moore Road  
Suite 100  
Boca Raton, FL 33487  
(561) 998-8884  
FL Bar No. 0003956

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- EIGHTH:** The corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on upon the filing of the Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of March 2000.

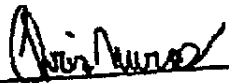
  
Chris Muro

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

  
Chris Muro  
Dated: 3-22-00

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