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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

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Account Name : EMPIRE CORPORATE KIT COMPANY
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PALM BEACH, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

capital asset consultants, inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION OF
CAPITAL ASSET CONSULTANTS, INC.**

The undersigned acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation is Capital Asset Consultants, Inc.

ARTICLE TWO

Corporate existence is perpetual.

ARTICLE THREE

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

ARTICLE FOUR

The Corporation shall have the authority to issue 500 shares, all in one class, \$1.00 par value.

ARTICLE FIVE

The address of its initial registered office is 7300 North Kendall Drive, Suite 540, Miami, FL 33156 and the name of its initial Registered Agent is Alan K. Marcus. The principal office shall be 7300 North Kendall Drive, Suite 540, Miami, FL 33156. The mailing office of the Corporation shall be 7300 North Kendall Drive, Suite 540, Miami, FL 33156.

ARTICLE SIX

The number of directors constituting the initial Board of Directors is three (3) whose names and addresses are:

Alan K. Marcus	7300 North Kendall Drive, Suite 540 Miami, FL 33156
Bernard Superstein	7300 North Kendall Drive, Suite 540 Miami, FL 33156,
Steve Corbett	1145 San Pedro Ave. Miami, FL 33156.

ARTICLE SEVEN

The name and address of the incorporator is Bernard F. Superstein, 7300 North Kendall Drive, Suite 540, Miami, FL 33156.

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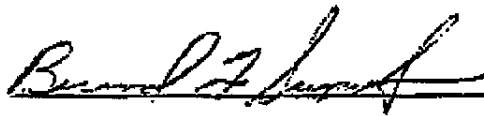
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ARTICLE EIGHT

Preemptive Rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the Corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

Dated this 14th day of April, 2000.



STATE OF FLORIDA)

COUNTY OF DADE)

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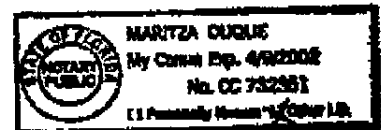
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BEFORE ME, the undersigned authority, personally appeared Bernard F. Superstein who produced his Florida Drivers License and who subscribed to the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 14 day of APRIL 2000.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

COMES NOW, Alan K. Marcus who accepts the appointment of Registered Agent for the above Corporation.



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