

PO0000048632

ARC CAPITAL, INC.
6366 West Longboat Lane, Suite G-106
Boca Raton, Florida 33433

May 10, 2000

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

400003251014--7
-05/12/00--01103--009
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed for immediate filing are two (2) originals of Articles of Incorporation of ARC Capital, Inc.

Please return a file-stamped copy to me using the enclosed envelope.

Very truly yours,



William Stern

FILED
00 MAY 12 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch 10/17/2000

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

FILED
00 MAY 12 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME**

The name of this Corporation is ARC Capital, Inc.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 6366 West Longboat Lane, Suite G-106, Boca Raton, Florida 33433.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 6366 West Longboat Lane, Suite G-106, Boca Raton, Florida 33433.

**ARTICLE 4
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Hundred (100) shares of Common Stock, having a par value of One Cent (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

**ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 6366 West Longboat Lane, Suite G-106, Boca Raton, Florida 33433, and the name of the initial registered agent of this Corporation at that address is William Stern.

ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is William Stern, 6366 West Longboat Lane, Suite G-106, Boca Raton, Florida 33433.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 10th day of May, 2000.



William Stern, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
ARC CAPITAL, INC.**

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

ARC Capital, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named William Stern, located at 6366 West Longboat Lane, Suite G-106, Boca Raton, Florida 33433, County of Palm Beach, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service 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 and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



William Stern

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TALLAHASSEE, FLORIDA