

JOHN R. VACCARO, P.A.  
CERTIFIED PUBLIC ACCOUNTANT  
1325 S. CONGRESS AVENUE, SUITE 201  
BOYNTON BEACH, FLORIDA 33426  
(561) 734-5991

JOHN R. VACCARO, C.P.A.

MEMBER  
AMERICAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS  
FLORIDA INSTITUTE  
CERTIFIED PUBLIC ACCOUNTANTS

May 24, 2000

Department of State  
Articles of Incorporation  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: FTZ CAPITAL GROUP, INC.

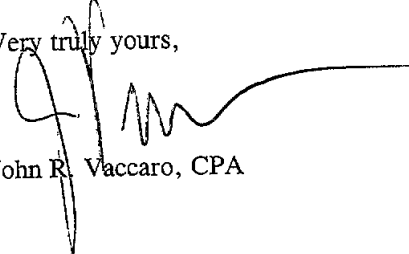
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\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir/Madam,

I am enclosing a check for \$87.50 in order to obtain a C.U.S. and certified copy of the Articles of Incorporation for the above named company.

If you need any additional information, please do not hesitate to contact me.

Very truly yours,

  
John R. Vaccaro, CPA

JRV:cd  
encs.

FILED  
00 JUN -6 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. G. HENRY JUN 14 2000

**ARTICLES OF INCORPORATION  
OF  
FTZ CAPITAL GROUP, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida.

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation shall be FTZ Capital Group, Inc.. The principal place of business shall be 14804 Main Street, Suite 100, Alachua, Florida 32615.

**ARTICLE II  
DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III  
PURPOSE**

The corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the State of Florida or of the United States of America.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar and no cents (\$1.00) per share.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address in this state of the initial registered office of the corporation is at 14804 Main Street, Suite 100, Alachua, Florida 32615 and the name of the initial registered agent is Michael Fitzpatrick.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FILED  
00 JUN -6 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director is:

Michael Fitzpatrick  
14804 Main Street, Suite 100  
Alachua, Florida 32615


ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

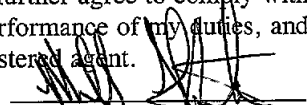
Michael Fitzpatrick  
14804 Main Street, Suite 100  
Alachua, Florida 32615

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have made and subscribed these articles of incorporation this 5<sup>th</sup> day of June, 2000.

  
Michael Fitzpatrick


Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

  
Michael Fitzpatrick

STATE OF FLORIDA }  
COUNTY OF ~~PALM BEACH~~ }  
Alachua

Before me, the undersigned authority, personally appeared Michael Fitzpatrick, personally known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said Articles for the purpose therein expressed. Honda Driver license as ID.

WITNESS my hand and office seal this 5<sup>th</sup> day of June, 2000.

  
Notary Public, State of Florida



My commission expires:

(NOTARIAL SEAL)