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REPLY TO:

Post Office Box 2434
Stuart, FL 34995-2434
Telephone: (561) 220-3496
Facsimile: (561) 220-2744

June 19, 2000

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

900844320070482480672

Re: CAPITAL MANAGEMENT INDUSTRIES INC.

Dear Sir/Madam:

900003304439--8
-06/26/00--01092--006
***78.75 ***78.75

Enclosed please find the original and one copy of the Articles of Incorporation of Capital Management Industries Inc, the Certificate Designating Registered Agent, and our check in the sum of \$78.75 representing payment as follows:

| | |
|---------------------------|---------|
| Filing Fee | \$35.00 |
| Registered Agent's Fee | 35.00 |
| Certified Copy of Charter | 8.75 |

| | |
|-------|----------|
| TOTAL | \$ 78.75 |
|-------|----------|

Once these Articles of Incorporation have been approved and filed by your office, please forward a certified copy of the charter using the extra copy enclosed.

Sincerely,

John M. Allen

John W. Madden, Esquire

JWM/tec
Enclosures

SECRET
TALLAHASSEE, FLORIDA

7

00 JUN 26 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/6/27

FILED

00 JUN 26 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAPITAL MANAGEMENT INDUSTRIES, INCORPORATED**

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I

The name of this corporation shall be Capital Management Industries, Incorporated.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV
AUTHORIZED SHARES**

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

F. No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V MAILING ADDRESS

The mailing address of the Corporation is:

Post Office Box 57
Stuart, Florida 34997

ARTICLE VI REGISTERED AGENT

The corporation's initial registered office and initial registered agent at that address shall be:

Richard Pitera

5496 SE Reef Way
Stuart, Florida 34997

ARTICLE VII BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (2) members, who need not be a resident of the State of Florida.

ARTICLE VIII
NAMES AND ADDRESSES OF INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified, are as follows:

| | |
|-------------------|---|
| Louis J. Basenese | 5095 SE Williams Way Stuart, Florida 34997 |
|-------------------|---|

| | |
|----------------|---|
| Richard Pitera | 5496 SE Reef Way Stuart, Florida 34997 |
|----------------|---|

ARTICLE IX
INCORPORATOR

The name and address of the initial incorporator is as follows:

| | |
|----------------|---|
| Richard Pitera | 5496 SE Reef Way Stuart, Florida 34997 |
|----------------|---|

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain of these Articles of Incorporation be made.

ARTICLE XI
BYLAWS

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

ARTICLE XII
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to

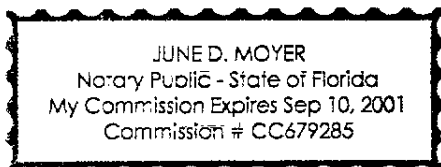
purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right 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.


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Florida, this the 19 day of June 2000.


RICHARD PITERA

STATE OF FLORIDA
COUNTY OF MARTIN

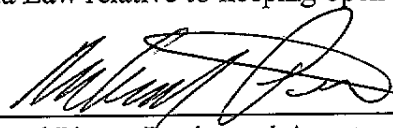
The foregoing instrument was acknowledged before me this the 19 day of JUNE 2000, by RICHARD PITERA who is personally known to me or who has produced FL DRIVERS License (TYPE OF IDENTIFICATION) as identification and who did take an oath. He subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.




NOTARY PUBLIC
JUNE D. MOYER
PRINT NAME

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.


Richard Pitera, Registered Agent