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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 744975 9534A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 28 PM 1:06

ORDER DATE : June 26, 2000

ORDER TIME : 10:52 AM

ORDER NO. : 744975-005

100003307481--5

CUSTOMER NO: 9534A

CUSTOMER: Lynne Arlen, Esq
Robert M. Arlen, P.a.

Suite 330
110 E. Atlantic Avenue
Delray Beach, FL 33444

DOMESTIC FILING

NAME: INFINITY CAPITAL PARTNERS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS:

RECEIVED
00 JUN 28 AM 11:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 6/28/00

EFFECTIVE DATE

6/30/00

**ARTICLES OF INCORPORATION
OF
INFINITY CAPITAL PARTNERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 28 PM 1:06

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be INFINITY CAPITAL PARTNERS, INC.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporate existence shall commence June 30, 2000. The duration of INFINITY CAPITAL PARTNERS, INC. shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which INFINITY CAPITAL PARTNERS, INC. is organized are:

- A. To engage in business as a Marketing Consultant.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of INFINITY CAPITAL PARTNERS, INC. be advantageously carried on in connection with, or ancillary to, the foregoing business.
- C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which INFINITY CAPITAL PARTNERS, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
CORPORATE OFFICES AND AGENT**

Principal Office:

The initial principal office of the Corporation is 1622 Pennsylvania Avenue, Suite 204 Miami Beach, FL 33139.

Initial Registered Office and Agent:

The street address of the initial registered office of the Corporation is 1622 Pennsylvania Avenue, Suite 204 Miami Beach, FL 33139, and the name of it's initial registered agent at such address is Thomas J. Abrahamsen, Jr.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of INFINITY CAPITAL PARTNERS, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of INFINITY CAPITAL PARTNERS, INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial officers of INFINITY CAPITAL PARTNERS, INC. are as follows;

NAME	Thomas J. Abrahamsen, Jr.
ADDRESS	1622 Pennsylvania Avenue, Suite 204
CITY AND STATE AND ZIP	Miami Beach, FL 33139
Director/President/Secretary/Treasurer	

ARTICLE VII INCORPORATOR

The Incorporator of INFINITY CAPITAL PARTNERS, INC. is Thomas J. Abrahamsen, Jr. whose address is 1622 Pennsylvania Avenue, Suite 204, Miami Beach, FL 33139

ARTICLE VIII CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or distributes them on the same principle among as many candidates as he/she shall think fit.

ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of INFINITY CAPITAL PARTNERS, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of INFINITY CAPITAL PARTNERS, INC. convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of INFINITY CAPITAL PARTNERS, INC. shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of INFINITY CAPITAL PARTNERS, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of INFINITY CAPITAL PARTNERS, INC. or to voluntarily dissolve, liquidate or wind up its affairs.

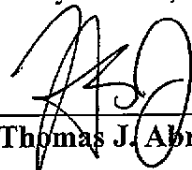
ARTICLE XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of INFINITY CAPITAL PARTNERS, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of INFINITY CAPITAL PARTNERS, INC. The subject matter of said agreement(s) may include, but shall not be limited to the following:

- A. The voting of shares of INFINITY CAPITAL PARTNERS, INC. and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of INFINITY CAPITAL PARTNERS, INC. or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of INFINITY CAPITAL PARTNERS, INC. and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in INFINITY CAPITAL PARTNERS, INC.
- E. The right and power of INFINITY CAPITAL PARTNERS, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.
- F. The establishment of procedures by which changes in corporate form shall be effected.
- G. Any matter which may be described in Florida Statutes Section 607.0732.

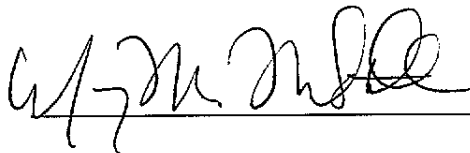
Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. INFINITY CAPITAL PARTNERS, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 20 day of June, 2000


Incorporator/Thomas J. Abrahamsen, Jr.

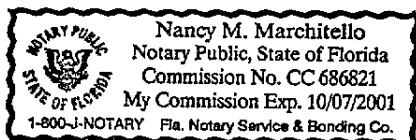
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20 day of June, 2000 by Thomas J. Abrahamsen, Jr., who is personally known to me and who did not take an oath.



Notary Public
State of Florida at Large

Seal and commission
expiration stamp:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 28 PM 1:06

I, Thomas J. Abrahamsen, Jr., having been appointed Registered Agent of INFINITY CAPITAL PARTNERS, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this 20 day of June, 2000


Registered Agent