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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

EQUITY CAPITAL MANAGEMENT INC.

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ARTICLES OF INCORPORATION
OF
EQUITY CAPITAL MANAGEMENT INC.

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TALLAHASSEE, FLORIDA

These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

EQUITY CAPITAL MANAGEMENT INC.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 444 BRICKELL AVENUE SUITE 300
MIAMI, FL 33131

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue are 20,000,000 shares of common stock having an individual par value of \$0.01

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Article VI

The name and street address of the initial Registered Agent of this corporation shall be: JOHN P. CORRIGAN
444 BRICKELL AVENUE SUITE 300
MIAMI, FL 33131

PREPARED BY: RAY STORMONT, EMPIRE CORPORATE KIT COMPANY,
1492 WEST FLAGLER STREET, #200, MIAMI, FL 33135, (305) 541-3694

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Article VII

The initial board of Directors shall consist of a total of 3 person(s) and the name and address of the person(s) who are to serve as an initial director(s):

MICHAEL BULMAN
PRES./TREAS./DIR.

444 BRICKELL AVENUE SUITE 300
MIAMI, FL 33131

JULIUS CSURGO
VICE PRES./SEC./DIR.

444 BRICKELL AVENUE SUITE 300
MIAMI, FL 33131

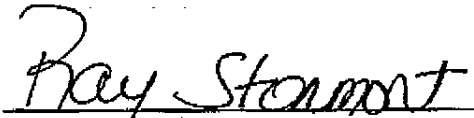
JOHN P. CORRIGAN
ASST. SEC./ DIR.

444 BRICKELL AVENUE SUITE 300
MIAMI, FL 33131

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 12TH day of JULY, 2000.


Incorporator
Ray Stormont, President
Signing for
Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits, organized under the statement in designating the registered office/registered agent, in the state of Florida.

First that EQUITY CAPITAL MANAGEMENT INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has name JOHN P. CORRIGAN
(Name of Registered Agent)
located at 444 BRICKELL AVENUE SUITE 300
City of MIAMI County of DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE 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.

SIGNATURE

John P. Corrigan
Registered Agent

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