

PROD 70444

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 26, 2000

Secretary of State
409 E. Gaines
Tallahassee, Fl. 32399-0250

Attention: Corporations Divisions

Re: Midwest Capital Corporation

Dear Sir/Madam:

Enclosed herewith for filing please find two (2) duplicate originals of the Articles of Incorporation for the above captioned corporation together with a check in the amount of \$70.00 to cover filing fees.

Thank you for your anticipated cooperation in this matter.

Kenneth Westphal
Kenneth Westphal,
Incorporator

RW 7/25/00

ARTICLES OF INCORPORATION
of
MIDWEST CAPITAL CORPORATION

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

First: The corporate name for the corporation (hereinafter called the "corporation") is Midwest Capital Corporation.

Second: The street address, wherever located, of the principal office of the corporation is 4115 Roosevelt Street, Hollywood, Florida, 33021.

The mailing address, wherever located, of the corporation is 3400 1st. Avenue South, Minneapolis, Minnesota, 55404.

Third: The number of shares that the corporation is authorized to issue, ONE THOUSAND (1,000), all of which are without par value, are of the same class, and are all Common shares.

Fourth: The street address of the initial registered office of the corporation in the State of Florida is 4115 Roosevelt Street, Hollywood, Florida, 33021.

The name of the initial registered agent of the corporation at said registered office is Bernard Shedan.

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
part of these Articles of Incorporation.

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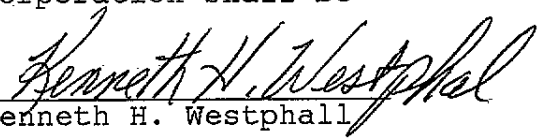
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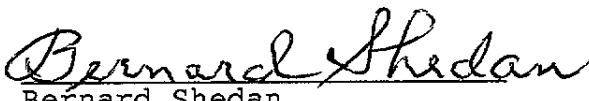
Fifth: The name and address of the incorporator
are: Kenneth H. Westphall, 3400 1st. Avenue South,
Minneapolis, Minnesota, 55404.

Sixth: The purposes for which this corporation
is organized is to engage in any lawful business for which
corporations may be organized under the Florida Business
Corporation Act.

Seventh: The duration of the corporation shall be
perpetual.


Kenneth H. Westphall

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 perfor-
mance of my duties and I am familiar with and accept the
obligations of my position as registered agent.


Bernard Shedan

Dated: July 8, 2000