

Division of Corporations

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To: Division of Corporations  
Fax Number : (850)922-4001  
From: Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850)385-6735  
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FLORIDA PROFIT CORPORATION OR P.A.

AVALON CAPITAL GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

D. BROWN SEP 15 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I: NAME OF CORPORATION

The name of this corporation is Avalon Capital Group, Inc.

ARTICLE II: PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1900 Glades Road  
Suite 201  
Boca Raton, FL 33431

ARTICLE III: PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1900 Glades Road, Suite 201, Boca Raton, FL 33431 and the name of the initial registered agent of this corporation at that address is Ian M. Berkowitz.

Prepared By:  
Ian M. Berkowitz, Esq.  
Berkowitz & Associates, P. A.  
P.O. Box 970024  
Boca Raton, FL 33497  
561-470-0492  
FL Bar: 959480

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**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (3) directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Michael Margolies  
1900 Glades Road  
Suite 201  
Boca Raton, FL 33431

David Hines  
1900 Glades Road  
Suite 201  
Boca Raton, FL 33431

Ian M. Berkowitz  
1900 Glades Road  
Suite 201  
Boca Raton, FL 33431

**ARTICLE VII: INCORPORATOR**

The name and address of the Incorporator signing these articles is:

Ian M. Berkowitz  
1900 Glades Road  
Suite 201  
Boca Raton, FL 33431

**ARTICLE VIII: PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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Berkowitz & Associates, P. A.  
P.O. Box 970024  
Boca Raton, FL 33497  
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**ARTICLE IX:       IDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

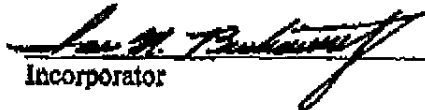
**ARTICLE X:       AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: September 14, 2000

Avalon Capital Group, Inc.  
Ian M. Berkowitz, Director

  
Incorporator

Prepared By:  
Ian M. Berkowitz, Esq.  
Berkowitz & Associates, P. A.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Avalon Capital Group, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Ian M. Berkowitz located at 1900 Glades Road, Suite 201, Boca Raton, FL 33431 as its agent to accept service of process within Florida.

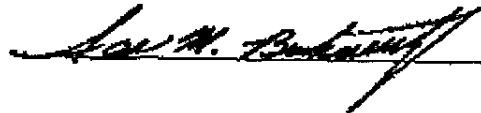
Dated: September 14, 2000

  
Ian M. Berkowitz, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 14, 2000

Avalon Capital Group, Inc.  
Ian M. Berkowitz, Director



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