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9/21/00.

Requestor's Name
William Henry, Jr.
Address
4875 N Federal Hwy 10th floor
Fort Lauderdale 33308
City State ZIP Phone

(954) 491-2431

VALIDATION ONLY

00 SEP 25 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

U.S. Capital Corporation

- | | | |
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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up | |

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| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |



Empire Toll Free: 1-800-432-3028

9/25/00

ARTICLES OF INCORPORATION
OF
U.S. CAPITAL CORPORATION

FILED
00 SEP 25 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I CORPORATE NAME

The name of this Corporation is: U.S. CAPITAL CORPORATION

ARTICLE II NATURE OF BUSINESS AND POWERS

The general nature of business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Twelve Hundred (1,200) shares of common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V INITIAL PRINCIPAL OFFICE

The initial principal office of this Corporation in the State of Florida shall be: 408 Bontona Avenue, Fort Lauderdale, FL 33301.

The Board of Directors from time to time may move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within the United States.

ARTICLE VI BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are: Arnold Goldner, 408 Bontona Avenue, Fort Lauderdale, Florida 33301 and Robert Gary Goldner, 3225 N.E. 40th Court, Fort Lauderdale, Florida 33308.

ARTICLE VIII INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Arnold Goldner, 408 Bontona Avenue, Fort Lauderdale, Florida 33301.

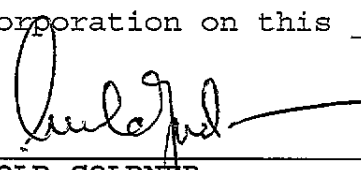
ARTICLE IX AMENDMENT

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

ARTICLE X REGISTERED AGENT

The name and address of the initial Registered Agent of the corporation who shall accept the service of process within this State on behalf of the Corporation is: Arnold Goldner, 408 Bontona Avenue, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 19 day of September, 2000

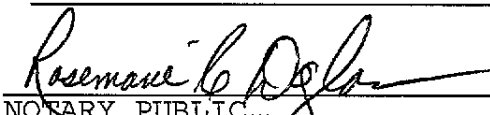


ARNOLD GOLDNER
Incorporator

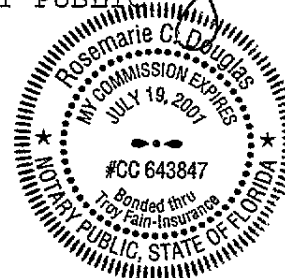
STATE OF FLORIDA)
 :SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 19 day of September, 2000 by ARNOLD GOLDNER, who is personally known ✓ OR produced identification _____.

Type of identification produced _____



NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

00 SEP 25 AM 11:49

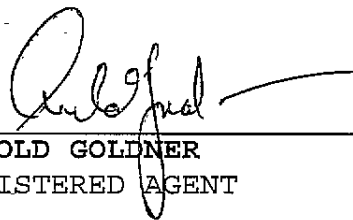
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THAT U.S. CAPITAL CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, 408 Bontona Avenue, Fort Lauderdale, Florida 33301, has named ARNOLD GOLDNER, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



ARNOLD GOLDNER
REGISTERED AGENT