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POMPANO BEACH, FLORIDA 33062

FRED C. BAMMAN III

MICHELLE IZZO
Legal Assistant

FILED
00 OCT -9 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (954) 782-0500
FAX (954) 781-9461

October 5, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Theodore Capiat Inc.

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-10/09/00--01103--004
*****78.75 *****78.75

Greetings:

Enclosed please find an original and one copy for certification of the Articles of Incorporation for the above referenced new Florida corporations to be formed. Also enclosed please find our trust account check in the sum of \$78.75 payable to the Secretary of State and remitted in payment for filing fee, certified copy fee, designation of registered agent fee and capitol stock tax fee, etc.

Please file the Articles and return one certified copy to the undersigned. Thank you for your attention and assistance to this matter.

Very truly yours,

FRED C. BAMMAN III P.A.

By: Michelle Izzo
Michelle Izzo

/mi

enclosures

cc. Mr. William Wietsma

cc. Mr. John Van Vorst

D. BROWN OCT 10 2000

ARTICLES OF INCORPORATION
OF
THEODORE CAPITAL INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is THEODORE CAPITAL INC.

ARTICLE II - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a par value of FIVE DOLLARS (\$5.00).

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

The holders of common shares shall have preemptive rights to purchase any shares of the corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares. In the event of the increase of the authorized capital stock of the corporation, the holders of the common stock of the corporation, at that time outstanding, shall have the exclusive right to subscribe in proportion to their holdings for the increased capital stock so to be issued.

ARTICLE IV - PRINCIPAL MAILING ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The principal mailing address of the corporation is 25 Seabreeze Avenue Suite 304 Delray Beach, Florida 33483 and the street address of the initial registered office of this corporation is 25 Seabreeze Avenue Suite 304 Delray Beach, Florida 33483 and the name of the initial registered agent at that address is William Wietsma.

ARTICLE V - DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one nor more than five.

The name and address of the initial directors who shall hold office until a successor or successors are elected and have qualified are:

William Wietsma, 25 Seabreeze Avenue Suite 304, Delray Beach, Florida 33483.

Caroline Wietsma, 25 Seabreeze Avenue Suite 304, Delray Beach, Florida 33483.

ARTICLE VI - INITIAL OFFICERS

The corporation shall have the following initial Officers and Office Holders who shall hold office until a successor and successors are elected and have qualified:

President	William Wietsma
Secretary/Treasurer	William Wietsma

ARTICLE VII - INCORPORATOR(S)

The name and street address of the incorporator of these Articles of Incorporation, is as follows:

William Wietsma, 25 Seabreeze Avenue Suite 304, Delray Beach, Florida 33483.

ARTICLE VIII - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders,

directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time were fair.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporation existence shall begin when these Articles are filed with the Department of State.

ARTICLES XI - 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 a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a

certain amendment of these Articles of Incorporation be made.

ARTICLE XII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

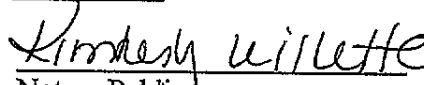
IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this ____ day of September, 2000.


William Wietsma

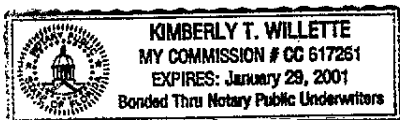
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, William Wietsma, who have produced FLDL# W32593753430 as identification / are personally known to me, and who did take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 26 day of September, 2000.


Notary Public
Printed Name: Kimberly Willette

My Commission Expires: Jan. 29, 2001



FILED
00 OCT -9 PM 4:18
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 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT **THEODORE CAPTIAL INC.** DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 25 SEABREEZE AVENUE SUITE 304 DELRAY BEACH, FL 33483 STATE
OF FLORIDA, HAS NAMED William Wietsma, AS REGISTERED AGENT TO ACCEPT
SERVICE WITHIN.



William Wietsma, CORPORATE OFFICER

TITLE: President

DATE: September 25, 2000

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, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



William Wietsma, REGISTERED AGENT
25 Seabreeze Avenue Suite 304 Delray Beach, FL 334830

DATE: _____