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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

FLORIDA PROFIT CORPORATION OR P.A.

CAL CAPITAL CORP.

Certificate of Status	0
Certified Copy	1
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B. McKnight OCT 19 2000

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**ARTICLES OF INCORPORATION
OF
CAL CAPITAL CORP.**

I, the undersigned, being of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, under Section 607 of the Florida Statutes authorizing the formation of corporations.

ARTICLE I - NAME:

The name of the corporation shall be:

CAL CAPITAL CORP.

ARTICLE II - DURATION:

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock with a par value of One (\$.01) Cent per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the corporation is 1499 West Palmetto Park

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Road, Suite 204, Boca Raton, FL 33486. The name and address of the initial Registered Agent of the corporation is Marni B. Belkin, Esq., c/o Muskat & Belkin, P.A., 1489 West Palmetto Park Road, Suite 497, Boca Raton, Florida 33486.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The Initial Board of Directors and number of directors shall be determined the By-Laws.

ARTICLE VII - OFFICERS:

The names and addresses of the initial officer(s) of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Anthony Caliendo 1499 West Palmetto Park Road, Suite 204, Boca Raton, FL 33486

President and Secretary

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is: Marni B. Belkin, Esq., Muskat & Belkin, P.A., 1489 W. Palmetto Park Road, Suite 497, Boca Raton, Florida 33486.

ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE X - STOCKHOLDERS MEETING REQUIRED:

Any action of the stockholders of the corporation must be taken at a meeting of the stockholders of the corporation duly called as provided by law.

ARTICLE XI - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to

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the fullest extent permitted by law.

ARTICLE XII - AMENDMENT:

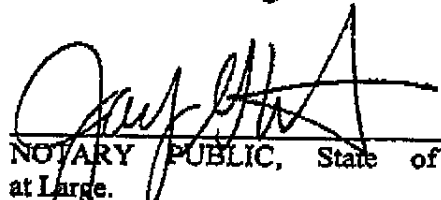
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th Day of October, 2000.

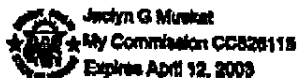

MARNI B. BELKIN

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgment in the State and County aforesaid, personally appeared Marni B. Belkin, to me known and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same.


NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:



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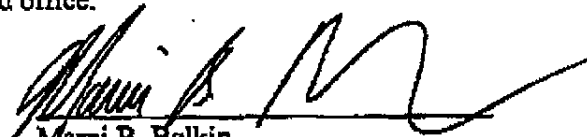
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

FIRST: That CAL CAPITAL CORP., is desirous of incorporating under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in City of Boca Raton, County of Palm Beach, State of Florida, has named Marni B. Belkin, Esq. c/o Muskat & Belkin, P.A., located at 1489 West Palmetto Park Road, Suite 497, Boca Raton, Florida 33486, in the County of Palm Beach and the State of Florida as its Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative of keeping open said office.


Marni B. Belkin
Resident Agent

Dated: October 18, 2000

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