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TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4386

625 COURT STREET
P. O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO:

October 23, 2000

Clearwater Office

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: All Business Capital, Inc.

900003440879--0
-10/26/00--01080--015
*****78.75 *****78.75

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. Also enclosed is our firm check in the amount of \$78.75 to cover the filing fee, designation of registered agent, and fee for certified copy.

Should you have any questions, please advise.

Sincerely,



Emil C. Marquardt, Jr.

ECM\bcf
Encs.

FILED
00 OCT 26 AM 10:00
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

14 10/27/00

ARTICLES OF INCORPORATION
OF

ALL BUSINESS CAPITAL, INC.

ARTICLE I

Name and Address

The name of this corporation is ALL BUSINESS CAPITAL, INC.,
whose place of business is located at 3204 Fair Oaks Avenue,
Tampa, FL 33611.

ARTICLE II

Duration

The term of existence of this corporation shall be
perpetual.

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 One Thousand (1,000)
shares at One Dollar (\$1.00) par value common stock, which shall be
designated "common shares". The consideration to be paid for each
share shall be fixed by the Board of Directors. Common stock of
the corporation may be issued as "small business corporation" stock
in accordance with a plan or plans under the provisions of Section
1244 of the Internal Revenue Code of 1986.

FILED

00 OCT 26 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Second Floor, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VI

Initial Board of Directors and Officers

This corporation shall initially have one director and a President. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director and officer of this corporation is:

EMIL C. MARQUARDT, JR., President and Director
625 Court Street, Clearwater, FL 33756

ARTICLE VII

Incorporators

The name and address of the persons signing these Articles is:

<u>Name</u>	<u>Address</u>
EMIL C. MARQUARDT, JR.	625 Court Street - Second Floor Clearwater, FL 33756

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Shareholder Quorum and Voting

Shareholder Quorum and Voting provisions shall be set forth in the corporation's By-Laws.

ARTICLE X

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XI

Indemnification

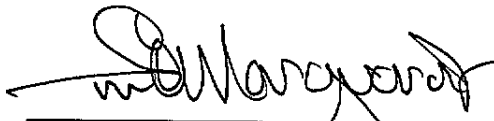
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by the vote of seventy-five (75%) percent of the shareholders, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23RD day of October, 2000.

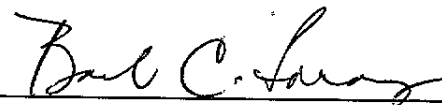
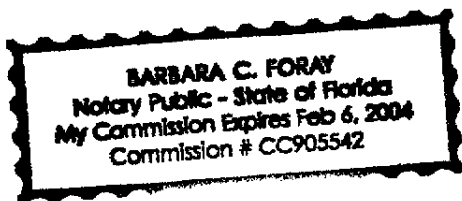


EMIL C. MARQUARDT, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR. to me personally known or who has produced NA as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 23 day of October, 2000.



Notary Public
Print Name Barbara C. Foray
My Commission Expires: 2/6/2004

FILED

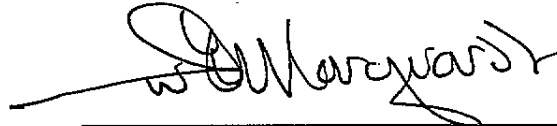
00 OCT 26 AM 10:00

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service for process for ALL BUSINESS CAPITAL, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



EMIL C. MARQUARDT, JR.