

P01000009692

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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FERNAND LAMOTHE, INC.
Account Number : 105057001570
Phone : (954) 768-9548
Fax Number : (954) 768-9775

01 JAN 25 PM 4:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
OPPORTUNITY CAPITAL CORP.

Certificate of Status	0
Certified Copy	0
Page Count	03
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T. SMITH JAN 25 2001

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ARTICLES OF INCORPORATION
OF
OPPORTUNITY CAPITAL CORP.

01 JAN 25 PM 4:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be "OPPORTUNITY CAPITAL CORP."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 721 S.E. 17th Street, Fort Lauderdale, FL 33316

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is ONE HUNDRED MILLIONS (100,000,000) shares Class A of Common Stock, par value \$0.0001 per share.

The aggregate number of shares which the Corporation is authorized to issue is FIFTY MILLIONS (50,000,000) shares Class B of Preferred Stock, par value \$5.00 per share non-participating, non-voting, with 10% Fixed Cumulative Dividend payable in Class A of Common Stock (1 common Stock for each 10 Preferred Stock), convertible within 24 months to 48 months, not before 24 months and not after 48 months , in Class A of Common Stock upon written request by the owner (1 Preferred Stock Class B for 1 Common Stock Class A).

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ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street
Fort Lauderdale, Fl. 33316
(954) 768- 9548

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe, Chartered Accountant, 721 S.E. 17th Street, Fort Lauderdale, Florida 33316.

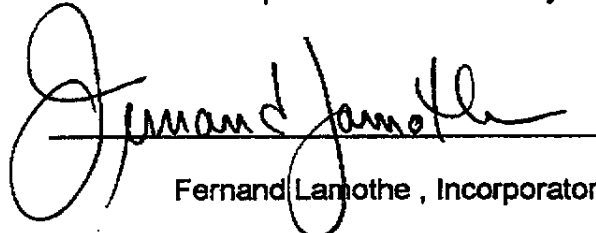
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street, Fort Lauderdale,
Florida, 33316

The Corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the Directors are, Fernand Lamothe , 721 S.E. 17th Street Ste 200, Fort Lauderdale, Fl 33316,

The undersigned has executed these Articles of Incorporation this 25th day of January, 2001.

A handwritten signature in black ink, appearing to read "Fernand Lamothe", is written over a horizontal line.

Fernand Lamothe , Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: January 25, 2001.


FERNAND LAMOTHE
Registered Agent

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