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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)922-4001

From:

: FAS-T CORP. AGENTS, INC. Account Name

Account Number : 071001002335 Phone

: (305)599-0839

Fax Number

: (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

CAPITAL HOLDINGS CORP. CAPITAL HOIDINGS Group, IN.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 15, 2001

FAS-T

SUBJECT: CAPITAL HOLDINGS CORP.

REF: W01000005914

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS CAPITAL HOLDING COMPANY.

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Neysa Culligan Document Specialist FAX Aud. #: H01000027279 Letter Number: 201A00015902

ARTICLES OF INCORPORATION OF CAPITAL HOLDINGS GROUP, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

CAPITAL HOLDINGS GROUP, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF THE BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

9763 NW 48 TERRACE MTAMI, FL 33178

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS: 100,000 SHARES OF THE COMMON STOCK, PAR VALUE \$1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY

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ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICER AND DIRECTOR, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT:

RAMON ABREU 9763 NW 48 TERRACE MIAMI, FI. 33178

ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESSES OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION.

RAMON ABREU 9763 NW 48 TERRACE MIAMI, FL 33178

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS MARCH 15, 2001

SIGNATURE OF INCORPORATOR

RAMOD

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

CAPITAL HOLDINGS AGROUP, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE

RAMON ABREU. 9763 NW 48 TERRACE MIAMI, FL 33178

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE DESIGNATED PLACE IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AND AGREED TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

RAMEN ABBEU