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October 12, 2001

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: Filing of Articles of Incorporation of
Capstone Holdings (Florida) Corp.

Gentlemen:

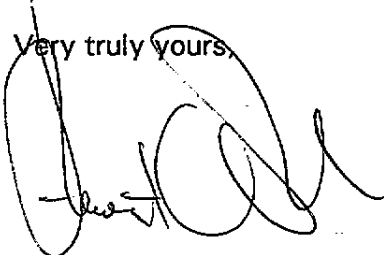
Enclosed for filing are the following documents for filing:

1. The executed original of Articles of Incorporation of **Capstone Holdings (Florida) Corp.** and
2. Our check in the amount of \$78.75 for the cost of filing Articles of Incorporation of **Capstone Holdings (Florida) Corp.** (\$35), Registered Agent Designation (\$35), and certified copy of filed document (\$8.75).

Please approve and file the enclosed Articles of Incorporation, and return to us your certified copy with one counterpart of the Articles of Incorporation bearing your file mark. PLEASE NOTE THAT THE CERTIFICATE OF LIMITED PARTNERSHIP OF CAPSTONE ASSOCIATED SERVICES, LTD. OF WHICH THIS CORPORATION IS THE SOLE GENERAL PARTNER, IS FILING CONCURRENTLY WITH THIS DOCUMENT. PLEASE ENSURE THAT THESE ARTICLES ARE FILED IN THE PROPER ORDER, BEFORE THE CERTIFICATE OF LIMITED PARTNERSHIP.

Thank you for your assistance.

Very truly yours,



Stewart A. Feldman

enclosure

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ARTICLES OF INCORPORATION OF CAPSTONE HOLDINGS (FLORIDA) CORP.

In compliance with Chapter 607 and/or Chapter 621 of Florida Statutes, I, the person hereinafter named as incorporator, do hereby adopt and make the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the Corporation is **CAPSTONE HOLDINGS (FLORIDA) CORP.**

ARTICLE 2. PRINCIPAL OFFICE

The principal place of business is 3178 Via Poinciana, No. 109, Lake Worth, FL 33467

ARTICLE 3. PURPOSE

The purpose for which the Corporation is organized is to engage in any or all lawful acts, activities or business for which a corporation may be organized under the Florida Business Corporation Act (sometimes referred to as the "Corporation Act" or "T.B.C.A.").

ARTICLE 4. SHARES

Section 4.1. The aggregate number of shares which the Corporation shall have authority to issue is ONE MILLION (1,000,000) SHARES, and the par value of each such share shall be TEN (\$.10) CENTS. All shares shall be designated as Common Stock.

Section 4.2. Shareholders shall have a preemptive right to acquire any shares or securities of any class, whether now or hereafter authorized, which may at any time be issued, sold, or offered for sale by the Corporation.

Section 4.3. Without necessity for action by its shareholders, the Corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

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**ARTICLE 5.
INITIAL OFFICERS/DIRECTORS**

The initial officers who shall serve until the first annual meeting of the Board of Directors and until their successors have been elected and qualified, and their addresses, are as follows:

Name	Office	Address:
Stewart A. Feldman	President, Secretary, Treasurer	Post Oak Tower □ The Galleria 5051 Westheimer, Suite 1850 Houston, TX 77056

The initial Board of Directors shall consist of one (1) member who shall serve as director until the first annual meeting of shareholders and until his successors shall have been elected and qualified, and whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Stewart A. Feldman	Post Oak Tower □ The Galleria 5051 Westheimer, Suite 1850 Houston, TX 77056

Shareholders shall not have the right to cumulate their votes in the election of directors.

**ARTICLE 6.
REGISTERED AGENT**

The name of the initial registered agent is Benjamin Feldman and his Florida street address is 3178 Via Poinciana, No. 109, Lake Worth, FL 33467.

**ARTICLE 7
NAME OF INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Stewart A. Feldman	Post Oak Tower □ The Galleria 5051 Westheimer, Suite 1850 Houston, TX 77056

**ARTICLE 8.
RELATED PARTY CONTRACTS**

No contract or other transaction between the Corporation and one or more of its directors, officers or security holders or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise of which one or more of the Corporation's directors or employees or in which they are otherwise interested, directly or indirectly, shall be invalid solely because of such relationship, or solely because such a director, officer or security holder is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or other transaction or solely because of his or her votes are counted for such purpose, if: (A) the material facts as to his relationship or interest and as to the contract or other transaction are known or disclosed to the Board of Directors or committee thereof, and such board or committee in good faith authorizes the contract or other transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors be less than a quorum; or (B) the material facts as to his relationship or interest and as to the contract or other transaction are known or disclosed to the shareholders entitled to vote thereon, and the contract or other transaction is approved in good faith by vote of the shareholders; or (C) the contract or other transaction is fair as to the Corporation as of the time it is entered into.

**ARTICLE 9.
INDEMNIFICATION**

Section 8.1. To the maximum extent allowed by law, the Board of Directors is hereby mandated to indemnify (including, specifically but without limitation, being required to make advances upon the receipt of the required undertaking, as provided by statute) any present or former director, officer, employee, or agent of the corporation against judgments, penalties (including excise and similar taxes), fines settlements, and reasonable expenses actually incurred by the person in connection with a proceeding in which the person was, is, or is threatened to be made a named defendant or respondent because the person is or was a director, officer, employee, or agent of the Corporation.

Section 8.2. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any director, officer or other person may be entitled under any other bylaw, agreement, vote of shareholders or disinterested directors, as a matter of law or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer or representative and shall inure to the benefit of the heirs, executors and administrators of such a person. No person shall be entitled to any matter as to which indemnification shall not be permitted by law.

**ARTICLE 10.
RELIANCE ON OTHERS**

In performing his duties, a director of the Corporation shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (A) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matter presented; (B) counsel, public

accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or (C) a committee of the Board of Directors upon which he does not serve, duly designated in accordance with a provision of the bylaws, as to matters within its designated authority, which committee the director deems to merit confidence, but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his duties shall have no liability to the Corporation (whether asserted directly or derivatively) by reason of being or having been a director of the Corporation.

ARTICLE 11. LIABILITY OF DIRECTORS

To the fullest extent allowed by law, any director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article 11 does not eliminate or limit the liability of a director for:


- (a) a breach of a director's duty of loyalty to the Corporation or its shareholders or members;
- (b) an act or omission not in good faith or that involves intentional misconduct or knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (d) an act or omission for which the liability of a director is expressly provided for by statute; or
- (e) an act related to an unlawful stock repurchase or payment of a dividend.

Any repeal or modification of this Article 11 shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for any breach covered by this Article 11 which occurred prior to such repeal or modification.

ARTICLE 12. LIMITATION ON AMENDMENT

These Articles of Incorporation may be amended only by the vote or written consents of the holders of seventy (70%) percent of the outstanding shares entitled to vote, and not otherwise except when a greater percentage of such shares, or the votes of other classes of shares, are required by these Articles or by statute for amendment of specific provisions of these Articles.

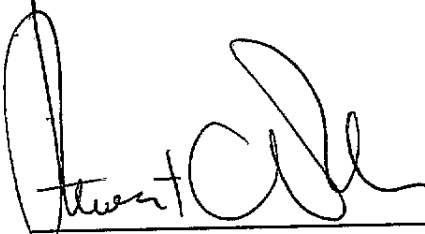
*Having been named as registered agent to accept service of process for the above named corporation
a the place designated in this certificate, I am familiar with and accept the appointment as registered
agent and agree to act in this capacity.*



Benjamin Feldman, Registered Agent

October 12, 2001

Date



Stewart A. Feldman, Incorporator

October 12, 2001

Date

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