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March 18, 2002

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

900005136059--3  
-03/20/02--01027--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen/Ladies:

Enclosed please find two executed copies of the Articles of Incorporation of Capital Structures Corp., as well as a check in the amount of \$78.75.

Please file the Articles of Incorporation of this corporation as soon as possible and forward a copy of the certified Articles of Incorporation to me at the address set forth above.

Your cooperation is greatly appreciated. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Gary D. Lipson

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 20 AM 7:37

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Enclosures

F. CHESSEY MAR 27

**Articles of Incorporation  
of  
Capital Structures Corp.**

The undersigned does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida:

**ARTICLE I**

**Corporate Name**

The name of this corporation is: Capital Structures Corp.

**ARTICLE II**

**Initial Mailing Address**

The initial mailing address of the corporation is: c/o Gary D. Lipson, Esq., 9350 South Dixie Highway, Suite 1550, Miami, Florida 33156.

**ARTICLE III**

**Capital Stock**

The maximum number of shares of capital stock that this corporation shall be authorized to issue and have outstanding at any one time shall be 100,000 shares of common stock, par value \$.0001 per share.

**ARTICLE IV**

**Registered Agent and Registered Office in Florida**

The initial registered agent and the street address of the initial registered office of the corporation in the State of Florida shall be: Gary D. Lipson, Esq., 9350 South Dixie Highway, Suite 1550, Miami, Florida 33156.

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TALLAHASSEE, FLORIDA  
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**ARTICLE V**

**Incorporator**

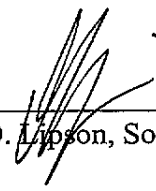
The name of the person signing these Articles of Incorporation as the sole incorporator is Gary D. Lipson, Esq. and his address is 9350 South Dixie Highway, Suite 1550, Miami, Florida 33156.

**ARTICLE VI**

**Indemnification**

This corporation shall indemnify and hold harmless each and every one of its directors, officers, employees and agents to the fullest extent permitted by the laws of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned sole incorporator has executed these Articles of Incorporation on March 18, 2002.

  
\_\_\_\_\_  
Gary D. Lipson, Sole Incorporator

**Acceptance of Registered Agent**

The undersigned, named as the registered agent in Article IV of the foregoing Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0501 thereof.

**IN WITNESS WHEREOF**, the undersigned registered agent has executed this instrument on March 18, 2002.

  
\_\_\_\_\_  
Gary D. Lipson, Registered Agent

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