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May 17, 2002

VIA OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Cashtell International, Inc.
Our File No.: CP02-93

Gentlemen:

Enclosed herein please find certificate of incorporation for Cashtell, Inc., together with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.

John J. Murphy, Esq.
JJM/vms
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Cashtell International, Inc.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Cashtell International, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 401 NE Mizner Blvd., Boca Raton, Florida 33432.

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To subscribe for, purchase or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, create security interests in, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality, or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or entity whatsoever located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, debentures, notes, land trust certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates, or otherwise and

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irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to promote, manage, participate in, and act as agent for any underwriting, purchase, or selling syndicate or group and otherwise to take part in and assist, in any legal manner, by guaranty or otherwise, the purchase, sale, or distribution of any such securities; to promote, finance, aid, and assist, financially or otherwise, any body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or other entity, located in or organized under the laws of any part of the world; to purchase, lease, or otherwise acquire, take over, hold, sell, liquidate, or otherwise dispose of the business and properties, of every kind, of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world; to continue, alter, extend, and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital, and participate in any way in their affairs, and to take over as a going concern and to continue in its own name any business so acquired; and to act as financial, commercial, special, or general agent or representative of bodies politic, corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares, which the corporation is authorized to issue, is one hundred. Such shares shall be of a single class, and shall have no par value.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3880 Sheridan Street, Hollywood, Florida 33021, and the name of its initial registered agent at such address is John J. Murphy III, P.A..

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Kevin Cihelka President	401 NE Mizner Blvd. Boca Raton, Florida 33432
Curt Rossband Treasurer Secretary	401 NE Mizner Blvd. Boca Raton, Florida 33432

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Kevin Cihelka	401 NE Mizner Blvd. Boca Raton, Florida 33432
Curt Rossband	401 NE Mizner Blvd. Boca Raton, Florida 33432

ARTICLE NINE
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Kevin Cihelka	401 NE Mizner Blvd. Boca Raton, Florida 33432	50
Curt Rossband	401 NE Mizner Blvd. Boca Raton, Florida 33432	50

Executed by the undersigned on the 16 day of May, 2002.

WITNESSES:

Printed Name John T. Murphy

Printed Name Lynn A. Murphy

State of Florida
County of

Curt Rossband
Curt Rossband

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Curt Rossband who is personally known to me or produced _____ as identification.



John J. Murphy
MY COMMISSION # CC745206 EXPIRES
September 24, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public

Executed by the undersigned on the 16 day of May, 2002.

WITNESSES:

Printed Name John T. Murphy

Printed Name Lynn A. Murphy

State of Florida
County of

Kevin Cihelka
Kevin Cihelka

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Kevin Cihelka who is personally known to me or produced _____ as identification.



John J. Murphy
MY COMMISSION # CC745206 EXPIRES
September 24, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is Cashtell International, Inc.
2. The name and address of the registered agent and office is John J. Murphy III, P.A.,
3880 Sheridan Street, Hollywood, Florida 33021.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.



John J. Murphy III, Registered Agent

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