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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

RESOLVE CAPITAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04 ✓
Estimated Charge	\$78.75

D. WHITE SEP 26 2002

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STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 SEP 25 AM 9:30

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RESOLVE CAPITAL, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 25 AM 9:30

ARTICLES OF INCORPORATION

The undersigned, being an incorporator, desiring to form a corporation under and pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is **RESOLVE CAPITAL, INC.**, (the "Company").

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Company is:

1835 NE MIAMI GARDENS DRIVE SUITE 128
NORTH MIAMI BEACH, FLORIDA 33179

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: SHARES

The capital stock authorized, the par value thereof, and the characteristics of such shall be as follows:

Number of Shares Authorized	Par Value per share	Class of Stock
1000	\$1.00	Common

ARTICLE V: INITIAL OFFICERS AND DIRECTORS

The names, addresses and titles of the initial Officers and Directors are:

NAME	ADDRESS	OFFICERS	DIRECTOR
Eduardo F. Petasne	1835 NE Miami Gardens Drive Suite 128 No. Miami Beach FL 33179	President	Director

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**ARTICLE VI. REGISTERED AGENT, REGISTERED OFFICE AND
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are: Eduardo F. Petasne, 1835 NE Miami Gardens Drive Suite 128 No. Miami Beach, Florida 33179.

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 607, F.S.


Eduardo F. Petasne-Registered Agent

ARTICLE VII. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of incorporation with the Secretary of State, and shall continue perpetually.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

EDUARDO F. PETASNE
1835 NE MIAMI GARDENS DRIVE
SUITE 128
NORTH MIAMI BEACH, FLORIDA 33179

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this
25TH day of September, 2002.


Eduardo F. Petasne - Incorporator

TOTAL P.04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

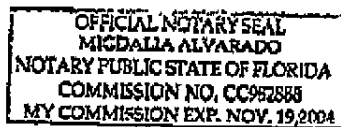
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**STATE OF FLORIDA
COUNTY OF MIAMI DADE**

BEFORE ME, the undersigned authority, personally Eduardo F. Petasne me known to be the person described in and who executed the foregoing instrument, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State of Florida, County of Miami Dade this 25th day of September 2002.



My commission expires:

M. Alvarado

Notary Public
State of Florida at Large

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