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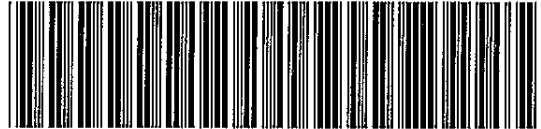
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ACCOUNT NO. : 072100000032

REFERENCE : 856157 11758A

AUTHORIZATION :

*Patricia Figueira*

COST LIMIT : \$ 78.75

ORDER DATE : December 13, 2002

ORDER TIME : 2:36 PM

ORDER NO. : 856157-005

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq  
Doumar Allsworth Curtis Cross  
Laystrom Voigt Wachs & Maciver  
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: CAPELLA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 16, 2002

CSC

SUBJECT: CAPELLA, INC.  
Ref. Number: W02000035096

We have received your document for CAPELLA, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock  
Document Specialist  
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Letter Number: 502A00066194

ARTICLES OF INCORPORATION

OF

CAPELLA INVESTMENTS, INC.

FILED  
02 DEC 13 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

Article I

The name of the corporation shall be CAPELLA INVESTMENTS, INC.

Article II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment of property purchased or acquired, or for other lawful objects.

C. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital

stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

D. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, and to engage in any business, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

Article III

The number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock at ONE DOLLAR (\$1.00) par value.

Article IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

Article V

The existence of this corporation shall be perpetual, commencing upon the filing of these Articles of Incorporation.

Article VI

The initial principal office of this corporation shall be located at 1205 Guava Isle, Ft. Lauderdale, Florida 33315.

Article VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than six (6) members.

Article VIII

The names and addresses of the first set of Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, and until their successors shall have been elected and qualified, or until their earlier resignation, removal or death, are as follows:

NAME

ADDRESS

FRANKLIN COLIN NATH

1205 Guava Isle  
Ft. Lauderdale, FL 33315

Article IX

The registered agent and the registered office for this corporation will be:

AGENT

OFFICE

JEFFREY S. WACHS, ESQ.

1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

Article X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

NAME

ADDRESS

FRANKLIN COLIN NATH

1205 Guava Isle  
Ft. Lauderdale, FL 33315

Article XI

The officers of the corporation until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

NAME

OFFICE

FRANKLIN COLIN NATH

President

FRANKLIN COLIN NATH

Secretary

FRANKLIN COLIN NATH

Treasurer

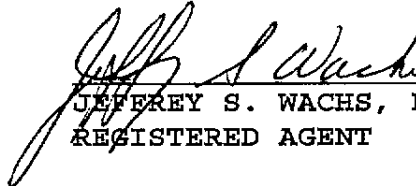
### Article XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the shares entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.



Acknowledgment and Consent of Registered Agent

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
JEFFREY S. WACHS, ESQ.  
REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

WITNESS:

*Jeff S. Wachs*  
*Jeff S. Wachs*

FRANKLIN COLIN NATH

*Franklin Nath*

WITNESS:

*Karen T. Blake*  
*Karen T. Blake*

I HEREBY CERTIFY that on this day personally appeared FRANKLIN COLIN NATH, to me well known to be the same person described in and who executed these Articles of Incorporation, and he acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true. He is personally known to me or has produced \_\_\_\_\_ as identification and he did/did not take an oath.

WITNESS my hand and seal this 5<sup>th</sup> day of December, 2002.

*Lisa D. Belenson*  
Notary Public, State of Florida  
Print Name: Lisa D. Belenson  
Commission Number: DD133915  
My Commission expires: 8/10/06

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Lisa D. Belenson  
Commission # DD133915  
Expires Aug. 10, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.