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To:

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

From:

Account Name : SCHIFINO & FLEISCHER, P.A.
Account Number : I20010000114
Phone : (813) 223-1535
Fax Number : (813) 223-3070

Client no. 0178

FLORIDA PROFIT CORPORATION OR P.A.

REF Capital, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
REF CAPITAL, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

REF CAPITAL, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

10114 Winsford Oak Boulevard, #522
Tampa, Florida 33624

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000,000 shares of common stock with a par value of \$.001 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at Schifino & Fleischer, P.A., 1 Tampa City Center, Suite 2700, Tampa, Florida 33602-5816, and the initial registered agent of this corporation at such office shall be Lina Angelici. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15), the exact number of directors to be fixed from time to time by the shareholders or in accordance with the by-laws of the corporation. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A

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quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Incorporator

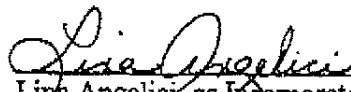
The name and street address of the incorporator making these Articles of Incorporation is:

NameAddress

Lina Angelici, Esq.

Schifino & Fleischer, P.A.
1 Tampa City Ctr., Ste 2700
Tampa, Florida 33602-5816

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.


Lina Angelici, as Incorporator

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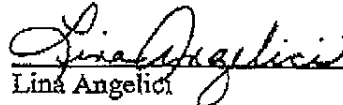
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FOR

REF CAPITAL, INC.

The undersigned, Lina Angelici, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

DATED this 15th day of January 2003


Lina Angelici