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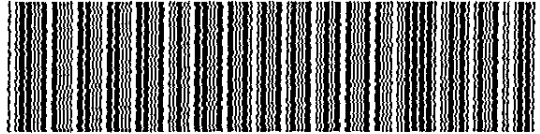
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUN 19 AM 10:32

Sherry L. Cherrix

POST OFFICE BOX 752
JUPITER, FL 33468-0752
(561) 262-5189

June 17, 2003

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: American Capital Holdings, Inc.

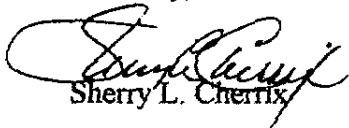
Gentlemen:

Enclosed herewith, please find the following:

1. Two (2) sets of original Articles of Incorporation for the above name corporation.
2. Our check in the amount of \$78.75 each for the statutory filing fees.
3. A prepaid self addressed envelope for the return of one (1) set of each of the original filed Articles of Incorporation regarding the above referenced corporations.

Should you have any questions, please do not hesitate to contact me at the above referenced address and/or telephone number.

Sincerely,


Sherry L. Cherrix

**ARTICLES OF INCORPORATION
FOR
AMERICAN CAPITAL HOLDINGS, INC.**

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ARTICLE I

Corporate Name

The name of this corporation is AMERICAN CAPITAL HOLDINGS, INC.

ARTICLE II

Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of common stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000,000 shares having a par value of .01 per share.

The maximum number of shares of preferred stock that this Corporation is authorized to issue and have outstanding at any one time is 5,000,000 shares having a par value of .01 per share.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price and on the terms at which it is offered to others.

ARTICLE V

Terms of Existence

The corporation shall have perpetual existence.

ARTICLE VI

Registered Agent and Initial Registered Office

The Resident Agent and the street address of the initial Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Sherry L. Cherrix

14 East Washington Street

Suite 306

Orlando, FL 32801

The mailing address of the corporation is:

Post Office Box 752

Jupiter, FL 33468-0752

ARTICLE VII

Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

Initial Directors

The name of the original directors of this Corporation and the mailing address is:

Sherry L. Cherrix
Post Office Box 0752
Jupiter, FL 33468-0752

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever shall first occur.

ARTICLE IX

Incorporator

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

Sherry L. Cherrix
14 East Washington Street
Suite 306
Orlando, FL 32801-2320

ARTICLE X

Amendment

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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 16th day of June, 2003


Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the appointment and designation as Registered Agent for AMERICAN CAPITAL HOLDINGS, INC. this 16TH day of June, 2003 and agree to comply with all laws applicable to said capacity.

Having being named to accept service of process for the above named Corporation at the place designated in this certificate, hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the appointment in complete performance of my duty applicable to said capacity.

Dated: June 16, 2003


Sherry L. Cherrix
Resident Agent
Address: Post Office Box 0752
Jupiter, FL 33468-0752

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