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Capital Financial Inc.
2043 Monte Rosso Rd.
Sarasota FL 34243



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FLORIDA DEPARTMENT OF STATE
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Secretary of State

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TALLAHASSEE, FLORIDA

July 31, 2003

DONALD M. NODHOLM
5643 MONTE ROSSE RD
SARASOTA, FL 34243

SUBJECT: CAPITAL FINANCIAL INC.
Ref. Number: W03000021681

We have received your document for CAPITAL FINANCIAL INC. and your check(s) totaling \$87.50. 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.

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Tracy Smith
Document Specialist
New Filings Section

Letter Number: 903A00044287

ARTICLES OF INCORPORATION
OF
Sarasota Capital Financial Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be Sarasota Capital Financial Inc.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.
Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 25,000,000 shares of common stock having a par value of \$.001 per share; provided that shares of the common stock held by directors and officers elected by the Board of Directors of the Corporation shall be entitled to one vote per share on all matters on which stock holders are entitled to vote including election of directors, and the balance of shares held by persons who are not directors or officers elected by the Board of Directors of the Corporation shall not be entitled to vote on any such matters except that they are entitled to one vote per share only on those matters regarding the disposition of substantially all of the assets of the Corporation,

merger, consolidation or other matters which may adversely affect such stockholders.

Stockholders of this Corporation shall be prohibited from any sale, assignment or transfer of their common stock of the Corporation which would result, either alone or in combination with proposed sales, assignments or transfers by other stockholders, in the Corporation having at any one time more than thirty-five stockholders (or a greater number if permitted by future amendment to Chapter S of the Internal Revenue Code of 1986, as amended), any corporate stockholders, any partnerships as stockholders, or any foreign stockholders. Any attempt by a stockholders to transfer common stock to any person who does not consent to the "C" election, to any corporation, partnership, or foreign stockholder or make a transfer which, either alone or with proposed transfers by other stockholders, would result in the Corporation having more than thirty-five shareholders shall not be accepted by the Corporation nor documented in the stock record books of the Corporation. In the event the Corporation voluntarily terminates its "C" corporation election, this limitation and prohibition shall be extinguished at any time after the Corporation's termination. In determining the number of stockholders, stock held jointly by a husband and wife shall be counted as one stockholder.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of five (5) Directors, whose names and addresses are as follows:

Name	Address
Donald M. Nodholm	5643 Monte Rosso Rd. Sarasota, FL 34243
Holly L. Dye	1932 Wood Hollow Lane Sarasota, FL 34235

Wayne Taylor

507 County Road 41
Velarde, NM 87582

E. Paul Hansen

8866 Esteponia Ct.
Sarasota, FL 34238

Jim Schuetz

2568 La Fortuna Ave.
Las Vegas, NV 89121

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group, provided, however, that any Bylaw adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 5643 Monte Rosso Rd. Sarasota, FL. 34243. The principal office of the Corporation is also located at 5643 Monte Rosso Rd. Sarasota, FL 34243.

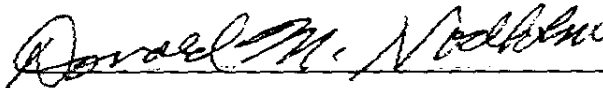
Section 2. The name of the initial registered agent of the Corporation located at said address shall be Donald M. Nodholm.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Name	Address
Donald M. Nodholm	5643 Monte Rosso Rd. Sarasota, FL 34243

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on the August 5, 2003.


DONALD M. NODHOLM

ACCEPTANCE

I hereby accept to act as initial Registered Agent for SARASOTA CAPITAL FINANCIAL INC., as stated in these Articles of Incorporation.


DONALD M. NODHOLM

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TALLAHASSEE, FLORIDA
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