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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

new horizons capital group, inc.

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ARTICLES OF INCORPORATION
OF
NEW HORIZONS CAPITAL GROUP, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is NEW HORIZONS CAPITAL GROUP, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase their pro rata share thereof at the same price and under the same terms at which it is offered to others.

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ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is 12314 S.W. 124 Path, Miami, Florida 33186. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is JONATHAN R. RUBIN, ESQUIRE, whose address is 9360 Sunset Drive, Suite 220, Miami, Florida 33173.

ARTICLE IX. DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall

indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the board of Directors of the

corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the likeforce and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICER AND DIRECTOR

The name and mailing address of the initial Director(s) and Officer(s) of the corporation are:

Oscar H. Vines, President, Treasurer and Director
12314 S.W. 124 Path
Miami, Florida 33186

Audrey Y. Vines, Secretary and Director
12314 S.W. 124 Path
Miami, Florida 33186

ARTICLE XI. INCORPORATOR


The name and post office address of the Incorporator to these Articles of Incorporation is OSCAR H. VINES, 12314 S.W. 124 Path, Miami, Florida 33186.

ARTICLE XII. AMENDMENTS

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 it to the stockholders and approved at

the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Incorporator of NEW HORIZONS CAPITAL GROUP, INC., this 23rd day of October, 2003.



OSCAR H. VINCÉS
INCORPORATOR

STATE OF FLORIDA

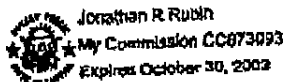
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this State and county above named, to take acknowledgments, personally appeared OSCAR H. VINCÉS, to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation for NEW HORIZONS CAPITAL GROUP, INC.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 23rd day of October, 2003.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:




TOTAL P.07

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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


JONATHAN R. RUBIN
9260 Sunset Drive, Suite 220
Miami, Florida 33173
(305) 598-7331 - telephone
(305) 598-3885 - facsimile

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