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To:

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Fax Number : (850) 205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.

Suncoast Capital, Inc.

| | |
|-----------------------|---------|
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 22, 2004

BLUMBERG/EXCELSIOR, CORPORATE SERVICES, INC.

SUBJECT: SUNCOAST CAPITAL, INC.
REF: W04000011348

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Dorine Martin
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FAX Aud. #: E04000058427
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ARTICLES OF INCORPORATION

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OF

FITZGERALD VENTURE CAPITAL, INC.

The undersigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is:

FITZGERALD VENTURE CAPITAL, INC.

2. The duration of the corporation shall be perpetual.

3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.

4. The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares at \$1.00 par value and of one class...

5. The principal address and mailing address of the corporation will be 11300 US Highway 1, Suite 400, North Palm Beach, Florida 33408

6. The address of the initial registered office will be 11300 US Highway 1, Suite 400, North Palm Beach, Florida 33408 and the name of its registered agent at such address is: James V. Fitzgerald.

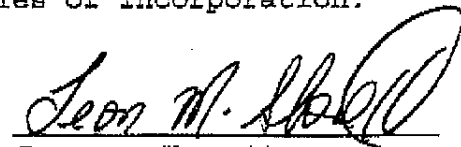
7. The number of directors constituting the initial board of directors is one and the name and address of the person who is to serve as member thereof is as follows:

James V. Fitzgerald
11300 US Highway 1, Suite 400
North Palm Beach, Florida 33408

8. The name and address of the sole incorporator is:
Jean M. Sherett, c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, New York 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this Corporation has executed these Articles of Incorporation.

Dated this 20th day of April, 2004.



Jean M. Sherett

Incorporator

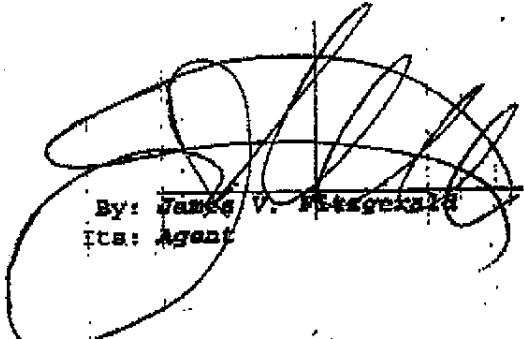
BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC10013
(212)431-5000

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The undersigned, hereby accept appointment as Registered
Agent of **FITZGERALD VENTURE CAPITAL, INC.**, the above named corporation.
Dated: April 20th, 2004.



By: James V. Fitzgerald
Its: Agent

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