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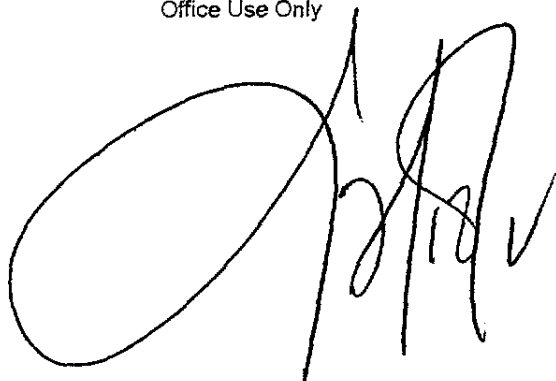
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TALLAHASSEE, FLORIDA

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LAW OFFICE

**DAVID J. HEEKIN, P.A.**

8705 PERIMETER PARK BOULEVARD, SUITE 1, JACKSONVILLE, FLORIDA 32216  
TEL (904) 998-9733 TOLL (866) 998-9733  
FAX (904) 998-9736

**VIA OVERNIGHT MAIL**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: FIRST TRUST CAPITAL, INC.**

Ladies and Gentlemen:

Enclosed please find a check in the amount of \$70.00 to cover the following filing fees for the above-referenced corporation.:

|                                 |                |
|---------------------------------|----------------|
| Filing Fee                      | \$35.00        |
| Designation of Registered Agent | <u>\$35.00</u> |
| Total                           | \$70.00        |

If you have any questions concerning this filing, please feel free to call my office. Thank you very much for your assistance in this matter.

Yours truly,



David J. Heekin, Esq.

Enclosures

**ARTICLES OF INCORPORATION  
OF  
FIRST TRUST CAPITAL, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME AND ADDRESS**

Section 1.1 Name. The name of the corporation is First Trust Capital, Inc.

Section 1.2 Address. The principal office and mailing address of the corporation shall be 725-5 Atlantic Boulevard, Atlantic Beach, Florida 32233.

**ARTICLE II**

**DURATION**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**PURPOSES**

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock having a par value of \$1.00 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

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2008 FEB 10 P 4:12  
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TALLAHASSEE, FLORIDA

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 8705 Perimeter Park Boulevard, Suite 1, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is David J. Heekin, Esq.

Section 5.2 Acceptance by Registered Agent. By executing these Articles as incorporator, the registered agent hereby accepts his appointment and agrees to act in this capacity and to comply with the provisions of the Florida Statutes governing same.

## ARTICLE VI

### DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the member of the first board of directors of the corporation is:

| <u>Name</u> | <u>Address</u>   |
|-------------|--|
| Fe V. Tan   | 215 16 <sup>th</sup> Avenue South<br>Jacksonville Beach, Florida 32250 |

Section 6.3 Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

## ARTICLE VII

### BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

**ARTICLE VIII**  
**INCORPORATION**

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

| <u>Name</u>           | <u>Address</u>  |
|-----------------------|---|
| David J. Heekin, Esq. | 8705 Perimeter Park Boulevard, Suite 1<br>Jacksonville, Florida 32216 |

**ARTICLE IX**  
**AMENDMENT**


Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 7th day of February, 2005

  
\_\_\_\_\_  
David J. Heekin

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of February, 2005, by David J. Heekin, who is personally known to me or has produced FL ID as proof of identification.

  
\_\_\_\_\_  
Notary Public  
Printed Name \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

FILED  
2005 FEB 10 P 12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

