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Charles E. Gordon

Attorney and Counselor at Law (407) 740-0999 Fax (407) 740-8709

641 W. Fairbanks Avenue Suite 214 Winter Park, Florida 32789

P.O. Box 1932 Winter Park, Florida 32790

March 8, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: Capital Resources Florida, Inc.

Dear Sir,

Enclosed please find an original and one copy of Articles of Incorporation for Capital Resources Florida, Inc. along with our check in the amount of \$78.75 which represents:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>\$ 8.75</u>
	\$78.75
	Registered Agent Designation

Please return a certified copy to this office.

Sincerely,

Charles E. Gordon, Esquire

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CEG/jb Enclosures



March 16, 2005

CHARLES E. GORDON, ATTORNEY P.O. BOX 1932 WINTER PARK, FL 32790

SUBJECT: CAPITAL RESOURCES FLORIDA, INC.

Ref. Number: W05000013729

We have received your document for CAPITAL RESOURCES FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

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.

The document number of the name conflict is L03000023369 - CAPITAL RESOURCES, LLC.

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.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole Document Specialist New Filings Section

Letter Number: 605A00018121

Charles E. Gordon

Attorney and Counselor at Law (407) 740-0999 Fax (407) 740-8709

641 W. Fairbanks Avenue Suite 214 Winter Park, Florida 32789

P.O. Box 1932 Winter Park, Florida 32790

April 6, 2005

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, Florida 32314

RE: Hummingbird Capital Resources, Inc.

Dear Sir,

Enclosed please find the original and one copy of the Articles of Incorporation for Hummingbird Capital Resources, Inc.

Please return a certified copy to this office.

Sincerely,

Charles E. Gordon, Esquire

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CEG/jb Enclosures

ARTICLES OF INCORPORATION

OF

Hummingbird Capital Resources, Inc.



ARTICLE I - NAME

The name of this corporation is Hummingbird Capital Resources, Inc.

ARTICLE II - DURATION

As provided in Chapter 607 of the Florida Statutes, this corporation shall exist in perpetuity.

ATRICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of Common Stock at \$1.00 par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Stuart Ferderer and the initial principal address and registered office of this corporation is 408 Turkey Run, Winter Park, Florida 32789.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either increase or decrease from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Stuart Ferderer 408 Turkey Run Winter Park, Florida 32789

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Stuart Ferderer 408 Turkey Run Winter Park, Florida 32789

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLES X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INDEMNIFICATION

In addition to any right and duties under the applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees, agents and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees and costs, incurred in connection with any action taken or failed to be taken by the directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, I have subscribed my hand and seal this <u>3</u> day of *MACH*2005.

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Stuart Ferderer, who is personally know to me or who has produced to be the person who executed the foregoing Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal of office in the state and county aforesaid on this ______ day of _______ 2005.



NOTARY PUBLIC

Print:

My Commission Expires: 12/

Having been named the registered agent to accept service of process on behalf of the above-styled corporation at the place designated in the Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes in all matters pertaining thereto.

STHART FERDERER