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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

butterfield capital group corporation

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ARTICLES OF INCORPORATION

OF

BUTTERFIELD CAPITAL GROUP CORPORATION

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

Butterfield Capital Group Corporation

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 2000 North Florida Mango Road, Ste. 105, West Palm Beach, FL 33409 and the mailing address: P.O. Box 14, Palm Beach, FL 33480.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares common stock having \$ 1.00 par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Jonathan Flom, 2000 North Florida Mango Road, Ste. 105, West Palm Beach, FL 33480.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

Liza J. Dunn
Director

PO Box 14, Palm Beach, FL 33480

Jonathan P. Flom
Director

PO Box 14, Palm Beach, FL 33480

James Worley
Director

PO Box 14, Palm Beach, FL 33480

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc.
2444 N.W. 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 07th day of November, 2004.


INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Butterfield Capital Group Corporation
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I 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.



REGISTERED AGENT

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