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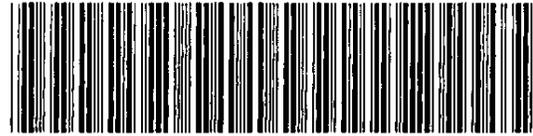
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JUN 27 PM 4:12

APPROVED
AND
FILED

W08-30629

km 6/27/08



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2008

BRITNEY O SMITH
118 PLANTATION WOOD DR
MONTICELLO, FL 32344

SUBJECT: CAPITAL EQUITIES & INVESTMENTS, INC.
Ref. Number: W08000030629

We have received your document for CAPITAL EQUITIES & INVESTMENTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can only list one registered agent. Please correct article VI by showing only one name.,

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the corrected 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) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 508A00038321

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Capital Equities & Investments, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

118 Plantation Wood Dr.
Monticello, FL 32344

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Capital Equities & Investments, Inc. will procure, operate, and trade real and intellectual property with a primarily domestic focus. Additionally, CEI will consult on financial matters and exploit investment opportunities.

ARTICLE IV SHARES

The number of shares of stock is:

100,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Benjamin M. Smith, 118 Plantation Wood Dr., Monticello, FL 32344, Co-Founder, Co-CEO, Co-President and Treasurer.
Britney O. Smith, 118 Plantation Wood Dr., Monticello, FL 32344, Co-Founder, Co-CEO, Co-President and Secretary.

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Britney O. Smith
118 Plantation Wood Dr.
Monticello, FL 32344

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Benjamin M. and Britney O. Smith
118 Plantation Wood Dr.
Monticello, FL 32344

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent /Incorporator
Britney O. Smith

Date
12 Jun 08

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AND
FILED
08 JUN 27 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA