

**Electronic Articles of Incorporation
For**

P12000000513
FILED
January 03, 2012
Sec. Of State
tburch

TAX DEED CAPITAL FUND INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

TAX DEED CAPITAL FUND INC

Article II

The principal place of business address:

80 SW 8TH STREET
SUITE 2000
MIAMI, FL. US 33130

The mailing address of the corporation is:

80 SW 8TH STREET
SUITE 2000
MIAMI, FL. US 33130

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

50000000

Article V

The name and Florida street address of the registered agent is:

COMPANY FORMATION INTERNATIONAL INC.
80 SW 8TH STREET
SUITE 2000
MIAMI, FL. 33130

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: MICHAEL RAU

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Article VI

The name and address of the incorporator is:

COMPANY FORMATION INTERNATIONAL INC
80 SW 8TH STREET
SUITE 2000
MIAMI FL 33130

Electronic Signature of Incorporator: MICHAEL RAU

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DIANA RAU
80 SW 8TH STREET
MIAMI, FL. 33130 US

Article VIII

The effective date for this corporation shall be:

01/02/2012