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Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 19, 1995

SUNSTATE RESEARCH P.O. BOX 11271 TALLAHASSEE, FL 32302

SUBJECT: CORAL CAPITAL GROUP, INC.

Ref. Number: W95000001319

We have received your document for CORAL CAPITAL GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return 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 (904) 487-6923.

Doris McDuffie Corporate Specialist Supervisor

Letter Number: 695A00002256

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

95 JAN 19 PM 2:49

OF

CORAL CAPITAL GROUP, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating ε corporation under the laws of the State of Florida.

ARTICLE I NAME and PRINCIPAL OFFICE

The name of this corporation shall be CORAL CAPITAL GROUP, INC. and the principal place of business and mailing address of this corporation shall be 7550 SW 95th Place, Miami, Florida 33173. The corporation has the privilege of having branch offices within or without the State of Florida.

ARTICLE II DURATION

This corporation shall commence its existence as of the filing of these Articles with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III PURPOSE

This corporation may engage in the securities, corporate finance, financial advisory and any other activity or business permitted under the laws of the State of Florida.

ARTICLE IV CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class ofOvide_
10,000	\$.01	Common

Consideration for stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900, and the initial registered agent at that address shall be Mark Bisbing. HAFT & ASSOCIATES, P.A.

ARTICLE VI INCORPORATOR: INITIAL DIRECTOR

The name and address of the Incorporator is Barry J. Haft, Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900. The initial director is Howard Landers, 7550 SW 95th Place, Miami, Florida 33173.

ARTICLE VII DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

AHTICLE VIII NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 17th day of January, 1995.

Barry J. Harry, Incorporator

CENTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submittee.

CORAL CAPITAL GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7550 SW 95th Place, Miami, Florida 33173 has named HAFT & ASSOCIATES, P.A., Suite 2702, 1001 South Bayshore Drive, Miami, Dade County, Florida 33131-4900, as its statutory Resident Agent to accept service of process within Florida.

<u>ACKNOWLEDGMENT</u>

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

HAFT & ASSOCIATES, P.A.

Rv.

Barry J. Haft, Fresident

DATED: January 17, 1995