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FLEMING, HAILE, SHAW & GUNDLACH, P.A.

ATTORNEYS

THREE GOLDEN BEAR PLAZA, SUITE 300
11700 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

Telephone: (407) 627-8100
Facsimile: (407) 622-7603

FILED
MAY - 1 PM 4:06
TALLAHASSEE, FLORIDA

April 27, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

4-27-95

600001470446
-05/02/95--01051--008
*****70.00 *****70.00

Re: Articles of Incorporation of INDIAN RIVER CAPITAL CORP.

Dear Sir or Madam:

Enclosed please find two (2) counterpart executed originals of the Articles of Incorporation of INDIAN RIVER CAPITAL CORP. We would appreciate your filing one original Article pursuant to Section 607, Florida Statutes, and date stamp and return to the undersigned the other Article as filed for the Corporation's records. We enclose an addressed, stamped envelope for your convenience in returning the filed date-stamped Articles to the undersigned.

Please note that the Articles of Incorporation include: an effective date of April 27, 1995; a designation of FHS Corporate Services, Inc. as Registered Agent for the Corporation; and FHS Corporate Services' acceptance of the Registered Agent designation.

We also enclose a check payable to the Florida Department of State in the amount of \$70.00 in payment of the \$35.00 filing fee and the \$35.00 Registered Agent designation fee.

Thank you for your attention to this matter.

Sincerely,

FLEMING, HAILE, SHAW
& GUNDLACH, P. A.

By: 

Laura Hollywood
Legal Assistant

TXAM:PROADCTNE P 0001S0SLTR.SAM

PALM BEACH OFFICE: PARK CENTRE • SUITE 100 • 440 ROYAL PALM WAY • PALM BEACH, FL 33480
Telephone: (407) 833-5600 • Facsimile: (407) 833-5604

BROWN MAY - 4 1995

EFFECTIVE DATE
4-27-95


ARTICLES OF INCORPORATION
OF
INDIAN RIVER CAPITAL CORP.

FILED
95 MAY -1 PM 4:06
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

- 1 The name of the Corporation is **INDIAN RIVER CAPITAL CORP.**
- 2 The initial mailing address of the Corporation is.
11780 U. S. Highway One, Suite 300
North Palm Beach, FL 33408
- 3 The Corporation shall have perpetual existence.
- 4 The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- 5 The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00), all of one class.
- 6 The address of the initial registered office of the Corporation is 11780 U. S. Highway One, Suite 300, North Palm Beach, Florida, 33408. The Registered Agent at that address is FHS Corporate Services, Inc., a Florida corporation.
- 7 The name of the Incorporator is James H. Schnare II, and his address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
- 8 The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
- 9 The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 27th day of April, 1995, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


James H. Schnare II, Incorporator

FILED
95 MAY -1 PM 4:06
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: James H. Schnare II
James H. Schnare II
Its President

ACKNOWLEDGMENT

STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, personally appeared James H. Schnare II, who is personally known to me and known to me to be the Incorporator named in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known to me.

WITNESS my hand and seal this 27th day of April, 1995.

Laura Hollywood
Laura Hollywood
Notary Public

SEAL:



LAURA HOLLYWOOD
MY COMMISSION # CC111437
EXPIRES MAY 21, 1995
BONDED THRU GENERAL INS. UND.

Prepared By:
James H. Schnare II, Fla. Bar No. 332739
Fleming, Haile, Shaw & Gundlach, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, Florida 33408
(407) 627-8100