OFFICE USE ONLY STRONG 15.83938 -07/11/95--01001--015 +++++70.00 +++++70.00 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) 3. \_\_\_ (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director **Limited Liability** Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION!/ OTHER FILINGS QUALIFICATION Annual Report

Examiner's Initials

Foreign

Other

Limited Partnership

Reinstatement Trademark

Fictitious Name

CR2E031(10/92)

Name Reservation

## ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

1. NAME The name of this corporation is:

CAPITAL SUCCESS, INC.

2. ADDRESS The corporations principal office and mailing address is:

4411 BEE RIDGE RD. SUITE 373 SARASOTA, FL. 34243

3. This corporation shall exist perpetually.

4. PURPOSE The purpose of this corporation is to transact any/all lawful businesses for which corporations may be incorporated

under Chapter 607 Florida Statutes.

5. CAPITAL

STOCK

This corporation is authorized to issue one thousand (1,000)

shares of common stock of one (1.00) dollar per share. The stockholders may dispose of the authorized but unissued stock from time to time. No stockholder has a preemptive right to purchase unissued or treasury or securities convertible into or carrying a right to subscribe to or

acquire stock.

6. REGISTERED AGENT

The registered agent for this corporation is:

PETER M. CATALDO

and the registered office is located at:

4411 BEE RIDGE RD. SUITE 373 SARASOTA, FL. 34243

7. <u>DIRECTORS</u>

This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.

8. INCORPORATOR The name and street address of the incorporator is:

PETER M. CATALDO 4411 BEE RIDGE RD. SUITE 373 SARASOTA, FL. 34243

9. BYLAWS

After adoption of the initial bylaws by the stockholders, bylaws may be adopted, amended or repealed by the stockholders of this corporation.

10. STOCK RESTRICTIONS

By Agreement, stockholders and this Approaction may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws shall provide for transfer on the corporate books in conformity with any agreement.

DATED ON: 76-25

PÉTER M. CATALDO

STATE OF FLORIDA COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me

on Jun 4 1991 by Porca of Paranace

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN, FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT CAPITAL SUCCESS, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT: CITY OF SARASOTA, STATE OF FLORIDA, HAS NAMED PETER M. CATALDO LOCATED AT 4411 BEE RIDGE RD. SUITE 373 CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

PETER CATALDO

For: CAPITAL SUCCESS, INC.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

PETER M. CATALDO