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7/12/95
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE
MIAMI BEACH FL 33140-0000
CONTACT: JOSEPH MATA
PHONE: (305) 538-9091
FAX: (305) 538-8994
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FRESH CAPITAL FINANCIAL SERVICES INC.
FAX AUDIT NUMBER: H95000007753
DATE REQUESTED: 07/12/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$78.75
CURRENT STATUS: REQUESTED
TIME REQUESTED: 17:54:11
CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 075114001215
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EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/13/95

RECEIVED
95 JUL 13 AM 8:07
DIVISION OF CORPORATIONS

Articles of Incorporation
of
Fresh Capital Financial Services Inc.

H95000007753

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95 JUL 13 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:

Fresh Capital Financial Services Inc.

Article II. Address

The mailing address of the Corporation is:

Fresh Capital Financial Services Inc.
3413 Pine Haven Circle
Boca Raton, FL 33431

EFFECTIVE DATE
7-12-95

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Charles Wolowitz

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of July 12, 1995

The authorized representative of the incorporator executed these Articles of Incorporation on July 12, 1995

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Vice President

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

CORPORATION:
Fresh Capital Financial Services Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.

By: Joseph P. Mata
Joseph P. Mata, Vice President

Date: July 12, 1995

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0686

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