

P95000068915

Patrick Booth  
18 Edgewater Drive  
Boynton Beach, FL 33436

August 22, 1995

State of Florida  
Div. of Corporations  
P.O. Box 6327  
Tallahassee, FL 33314

300001567793  
-08/23/95--01076--010  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed are ARTICLES OF INCORPORATION for Capital Associates, Inc. together with my money order in the amount of \$ 122.50 as follows:

Registered Agent fee	\$ 35.00
Filing fee	35.00
Certified Copy fee	52.50
	-----
Total payment enclosed	\$ 122.50
	=====

Please register these ARTICLES and inform me as soon as possible. Thank you.

Very truly yours,

*Patrick C. Booth*  
Patrick Booth

SHARON L. TALA

SEP 07 1995

W95-17247



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 25, 1995

PATRICK BOOTH  
1812 EDGEWATER DRIVE  
BOYNTON BEACH, FL 33436

SUBJECT: CAPITAL ASSOCIATES, INC.  
Ref. Number: W95000017247

We have received your document for CAPITAL ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 695A00039854

*The zip-code in ARTICLE VI HAS BEEN CORRECTED.*

*Thank You.*

*You can reach me at (407) 732-1007  
DURING BUSINESS HOURS.*

*8/31/95*

ARTICLES OF INCORPORATION  
OF  
CAPITAL ASSOCIATES, INC.

95 AUG 31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME  
-----

The name of the corporation shall be:  
Capital Associates, Inc.

ARTICLE II. DURATION  
-----

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III. PURPOSE  
-----

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK  
-----

The authorized capital stock of this corporation shall be One Thousand (1,000) shares, common stock having a par value of One Dollar (\$1.00) per share, which shall be fully paid and non-assessable.

ARTICLE V. PREEMPTIVE RIGHTS  
-----

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. REGISTERED OFFICE AND AGENT  
-----

The street address of the initial registered office of the corporation shall be 1812 Edgewater Drive, Boynton Beach, Florida, 33436 and the name of the initial Registered Agent of this corporation at that address is:

PATRICK BOOTH

ARTICLE VII. INITIAL BOARD OF DIRECTORS  
-----

This corporation shall have one Director initially. The number of directors may be either increased or diminished from time to time. The name and address of the Initial Director of this corporation is:

PATRICK BOOTH  
1812 Edgewater Drive  
Boynton Beach, Florida 33436

ARTICLE VIII. INCORPORATOR  
-----

The name and address of the person signing these  
Articles of Incorporation is:

PATRICK BOOTH  
1812 Edgewater Drive  
Boynton Beach, Florida 33436

ARTICLE IX. INDEMNIFICATION  
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This corporation shall indemnify any officer or  
director or any former officer or director, to the fullest  
extent permitted by law.

ARTICLE X. RIGHT OF ASSIGNMENT  
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The original incorporator of this corporation shall  
have the right, upon its organization, to assign and deliver  
his subscriptions of stock to any person or to firms or  
corporations who may hereafter become subscribers to the  
capital stock of this corporation, who upon acceptance of  
such assignment, shall stand in lieu of the original  
incorporator and assume and carry out all rights, liabilities  
and duties entailed by said subscribers, subject to the laws  
of the state of Florida and the execution of the necessary  
instruments of assignment.

ARTICLE XI. AMENDMENT  
-----

This corporation reserves the right to amend or repeal  
any provisions contained in these Articles of Incorporation,  
or any amendment hereto, and any right conferred upon the  
shareholders is subject to this reservation.

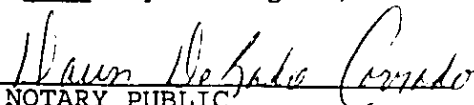
IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 22<sup>nd</sup> day of August, 1995.

  
PATRICK BOOTH

STATE OF FLORIDA     )  
                              )     ss.  
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me PATRICK BOOTH who is personally known to me and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed for the uses and purposes therein set forth and expressed.

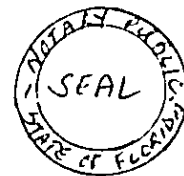
IN WITNESS WHEREOF, I have set my hand and seal in the County and State aforesaid, this 22<sup>nd</sup> day of August, 1995.

  
NOTARY PUBLIC

My commission expires: Nov. 20, 1998

My commission No : CC 421769

Notary Public State of Florida



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

In compliance with Section 48.901, Florida Statutes, the  
following is submitted:

FIRST: That CAPITAL ASSOCIATES, INC., desiring to  
organize under the laws of the State of Florida with its  
principal place of business at 1812 Edgewater Drive,  
Boynton Beach, Florida, 33436, County of Palm Beach, State of  
Florida, has named PATRICK BOOTH who is located at 1812  
Edgewater Drive, Boynton Beach, Florida 33436 as its agent  
to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

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 performance of my duties.

  
PATRICK BOOTH, REGISTERED AGENT

DATE: 8-22-95



THE UNITED STATES  
CORPORATION  
COMPANY

P95000068915

ACCOUNT NO. : 072100000032

REFERENCE : 300765 81023A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 20, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 300765-005

CUSTOMER NO: 81023A

CUSTOMER: Maureen J. Gardella, Paralegal  
Bruce G. Kaleita, P.a.  
Suite 600, Clearlake Plaza  
500 Australian Avenue, South  
W. Palm Beach, FL 33401

600002119216--0  
-03/20/97--01079-016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 MAR 20 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILINGS

NAME: CAPITAL ASSOCIATES, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

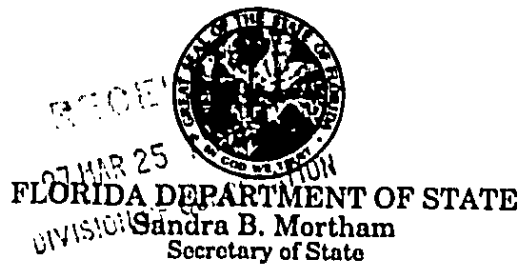
CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED  
97 MAR 20 AM 11:35  
DIVISION OF CORPORATION

PPG  
3-25  
WOLPIS





March 20, 1997

CSC  
CARINA L. DUNLAP  
TALLAHASSEE, FL 32301

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for CAPITAL ASSOCIATES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 997A00014228

FILED  
97 MAR 20 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CAPITAL ASSOCIATES, INC.  
ARTICLES OF DISSOLUTION

CAPITAL ASSOCIATES, INC., a Florida corporation, of 1812 Edgewater Drive, Boynton Beach, Florida 33436, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act, after Resolution of its Board of Directors and vote by its Shareholders:

- FIRST: The name of the corporation is CAPITAL ASSOCIATES, INC (the "Corporation").
- SECOND: The shareholders of the Corporation have approved the dissolution of the Corporation in accordance with the Shareholders' Certificate of Approval of Dissolution and in accordance with the Articles and Bylaws.
- THIRD: The number of votes cast by the shareholders of the Corporation for dissolution was sufficient for approval of that action.

The date of adoption was March 3, 1997.

EXECUTED this 3<sup>rd</sup> day of MARCH, 1997.

CAPITAL ASSOCIATES, INC.

By: Patrick Booth

Name: PATRICK BOOTH

Title: Its President.

CORPORATE SEAL

ATTESTED:

Patrick Booth  
Name: PATRICK BOOTH  
Title: Its Secretary-Treasurer