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STATE OF FLORIDA SUITE 200
409 EAST NINTH STREET MIAMI FL 33135-9-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3094
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(((H96000001583))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AMERICAN CAPITAL GROUP, INC.
FAX AUDIT NUMBER: H96000001583 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/01/1996 TIME REQUESTED: 15:03:38
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

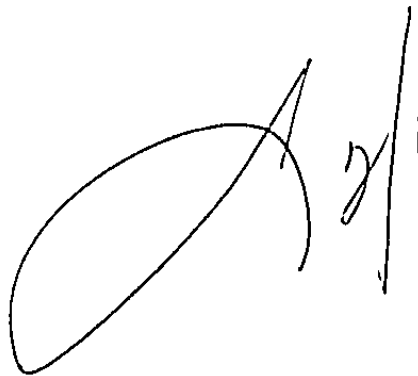
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95 FEB -1 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DIVISION OF CORPORATIONS

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FEB-01-1996 15:08

Richard Baron
11077 Biscayne Blvd. #307
Miami, FL 33181
305-893-2535
FBI #178675

ARTICLES OF INCORPORATION
OF
AMERICAN CAPITAL GROUP, INC.

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FEB-1 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be AMERICAN CAPITAL GROUP, INC.

ARTICLE II

The nature of the business shall be to do all and everything necessary and proper for the accomplishment of any object enumerated in the Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the Corporation, and, in general, to carry on any lawful business permitted by the Statutes of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of stock at \$.50 par value each.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be an amount not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The existence of this corporation shall begin on date of filing with the Secretary of State and continue perpetually thereafter.

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ARTICLE VI

The post office address of the principal office of this corporation shall be 11077 Biscayne Blvd., Suite 307, Miami, Florida 33161.

ARTICLE VII

The number of directors of this corporation shall not be less than one (1) member initially. The number may be increased from time to time, but never be more than three (3).

ARTICLE VIII

The name and street address of each member of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until his/her successor is elected and has qualified, are as follows:

RICHARD BARON 11077 BISCAYNE BOULEVARD, SUITE 307, MIAMI,
FLORIDA 33161

ARTICLE IX

The name and address of the Subscriber(s) to these Articles of Incorporation:

Richard Baron, 11077 Biscayne Blvd., Miami, Florida
33161

ARTICLE X

The management and control of the business of the Corporation shall be conducted under the direction of the Board of Directors by the following officers who shall be elected by the Board of Directors, to wit: A president, one or more vice presidents, a treasurer and a secretary, and one or more assistant secretaries,

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provided that any one or more of said offices may be held by the secretary or assistant secretaries of the Corporation.

ARTICLE XI

The name and street address of the initial registered agent of this Corporation is: Richard Baron, Esq., Baron & Cliff, 11077 Biscayne Boulevard, Suite 307, Miami, Florida 33161.


RICHARD BARON

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this day of January _____, 1996, by _____, who () is personally known to me or () who produced a Florida drivers license as identification, and who () did or () did not take an oath.

_____, Notary Public
Commission No.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Richard Baron, having been designated as registered agent for service of process for American Capital Group, Inc., at the place designated in the Articles of Incorporation, hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.


RICHARD BARON, Registered Agent