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HENRY R. ENSLER  
ATTORNEY AT LAW  
Sanctuary Centre - Suite 307B  
4800 North Federal Highway  
Boca Raton, Florida 33431  
Off: (407) 362-1170  
Fax: (407) 395-0282

February 29, 1996

Florida Department of  
Secretary of State  
ATTN: New Filing  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: ARTICLES OF INCORPORATION  
HUNTINGTON CAPITAL MANAGEMENT, INC.

200001729782  
-03/01/96--01089--011  
\*\*\*\$122.50 \*\*\*\$122.50

Dear Sir/Madam:

Enclosed please find a check in the amount of \$122.50., payable to the Secretary of State for incorporation of Huntington Capital Management, Inc., and two sets of Articles of Incorporation for the above corporation with Resident Agent Acknowledgements attached.

Once filed, kindly return one set of filed Articles with the Certificate in the return Fed-Ex envelope enclosed for your convenience.

Very truly yours,

*Henry R. Ensler*

Henry R. Ensler, Esq.

Enclosures

HRE/mm

3-4-96

TR

4800

00628  
00612  
00611-0916

196A-10057



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

March 4, 1996

**HENRY R. ENSLER**  
4800 NO. FEDERAL HIGHWAY  
STE 307B  
BOCA RATON, FL 33431

**SUBJECT: HUNTINGTON CAPITAL MANAGEMENT, INC.**  
Ref. Number: W96000004800

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

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) 487-6878.

**Terri Buckley**  
Corporate Specialist

Letter Number: 596A00009481

**HENRY R. ENSLER**  
ATTORNEY AT LAW  
Sanctuary Centre - Suite 307B  
4800 North Federal Highway  
Boca Raton, Florida 33431  
Off: (407) 362-1170  
Fax: (407) 395-0282

March 5, 1996

Florida Department of  
Secretary of State  
ATTN: Terry Buckley  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: ARTICLES OF INCORPORATION  
HUNTINGTON CAPITAL MANAGEMENT, INC.

Dear Ms. Buckley:

Enclosed please find corrected Articles of Incorporation for the referenced corporation. I have corrected the inconsistency in the address for the registered agent. It is very important that this corporation be incorporated as soon as possible.

Once incorporated, please return the certified copy of the Articles with the Certificate in the return Fed-Ex envelope enclosed for your convenience.

Thank you for your assistance in this matter.

Very truly yours,

  
Henry R. Ensler, Esq.

Enclosures

HRE/mm

**ARTICLES OF INCORPORATION  
OF**

**HUNTINGTON CAPITAL MANAGEMENT, INC.**

The undersigned, for the purposes of forming a corporation pursuant to the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is HUNTINGTON CAPITAL MANAGEMENT, INC.

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Department of State.

**ARTICLE III**

**PURPOSES**

This corporation is organized for the purposes of transacting any and all lawful business with respect to investement in real estate.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

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JAN 26 1961  
FBI  
TALLAHASSEE, FLORIDA

ARTICLE V

NO PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights in any stock herein issued or hereafter issued.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4800 North Federal Hwy., Ste. 307B, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at such address is HENRY R. ENSLER, ESQ.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may either be increased or diminished from time to time in a manner provided by the bylaws of the corporation but shall never be less than one. The initial director(s) of this corporation shall be the following:

<u>NAME</u>	<u>ADDRESS</u>
GERRARD W. WEIGOLD	3850 N.W. 2nd Ave., Ste. 23 Boca Raton, Fl 33431

ARTICLE VIII

INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
HENRY R. ENSLER	4800 North Federal Hwy., Ste. 307B Boca Raton, Fl 33431

ARTICLE IX

PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 3850 N.W. 2nd Avenue, Suite 23, Boca Raton, Fl 33431.

IN WITNESS WHEREOF, the Undersigned Incorporator has executed these Articles of Incorporation this 22 day of February, 1996.

Henry R. Ensler  
HENRY R. ENSLER, ESQ.  
Incorporator

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 607.034(3) FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST--THAT HUNTINGTON CAPITAL MANAGEMENT, INC.,  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 3850 N.W. 2ND  
AVENUE, SUITE 23, BOCA RATON, FL 33431, HAS NAMED HENRY R.  
ENSLER, ESQ., AT: THE SANCTUARY CENTRE, 4800 NORTH FEDERAL HWY.,  
STE. 307B, BOCA RATON, FLORIDA 33431, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

Henry R. Ensler  
HENRY R. ENSLER, ESQ.

February 29, 1996  
DATED

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

Henry R. Ensler  
HENRY R. ENSLER, ESQ..  
Registered Agent

February 29, 1996  
DATED