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FLORIDA DIVISION OF CORPORATIONS

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FROM: SCONE, KAREL FISHER
1500 PALM BEACH BLVD
SUITE 2000
WEST PALM BEACH FL
33401-6000

TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: STEVEN E KELLY
PHONE: (407) 689-8111
FAX: (407) 689-9303

((H96000004789))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: AP-SQUARE CAPITAL CORP.
FAX AUDIT NUMBER: H96000004789
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TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
AP-SQUARE CAPITAL CORP.**

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TALLAHASSEE
FLORIDA

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: AP-SQUARE CAPITAL CORP.

ARTICLE IX - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is: %Gerald S. Lesher, Cooney, Ward, Lesher & Damon, P.A., 1555 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida 33401.

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 10,000,000 shares of common voting stock.

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Prepared by Gerald S. Lesher, Esq.
1555 Palm Beach Lakes Boulevard
West Palm Beach, FL 33401
FL Bar No. 284491

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ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 1555 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida 33401, and the name of its initial registered agent at that address is Gerald S. Leshner.

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ARTICLE VIII - INCORPORATION

The name and address of the incorporator is:

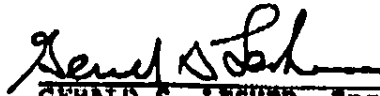
Name

Address

Gerald S. Leshner

Cooney, Ward, Lusher & Damon, P.A.
1555 Palm Beach Lakes Boulevard
Suite 1000
West Palm Beach, Florida 33401

DATED this 3 day of April, 1996.



GERALD S. LESHER, Incorporator
and Registered Agent

STATE OF FLORIDA

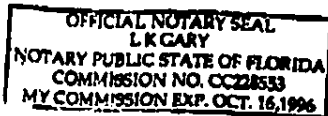
COUNTY OF PALM BEACH

)
) ss:
)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared GERALD S. LESHER, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 3 day of April, 1996.

Notary Public



Sign: 

Print: L. K. GARY

State of Florida at Large
My Commission Expires:

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

ACKNOWLEDGMENT:

Having been named to accept service of process for AP-SQUARE CAPITAL CORP., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505 Florida Statutes.

Date: April 3, 1996

By:


GERALD S. LESHER

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TALLAHASSEE, FLORIDA

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