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TRANSMITTAL LETTER

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96 MAY 10 PH 12: 59

SEGRETATE TALLAHASSEE, FLORIDA

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

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	Proposed corporate	t Part <i>ners</i> name - must include au			
Enclosed is an origina for : \$70.00 Filing Fee	and one (1) co \$78.75 Filing Fee & Cerdificate	py of the articles of \$122.50 Filing Fee & Certified Copy Additional Copy	\$131.25 Filing Fee, Certified Copy & Certificate	and a check	
FROM: Marilyn P. Hett Name (printed or typed) 8305 SW 72 Avenue Address					
	305- (Florida 3 y, State & Zip 667-6519 Telephone number	3143		

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF CAPITAL ASSET PARTNERS, INC.

FILED 96 HAY 10 PH 12: 59 SECRETARINE LI DURA TALLAHASSEE LI DURA

The undersigned incorporator, a natural person competent to contract, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

CAPITAL ASSET PARTNERS, INC.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1570 Madruga Avenue, Suite 405, Coral Gables, Florida 33146

ARTICLE IV. SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Marilyn P. Hett 8305 SW 72 Avenue Miami, Florida 33143

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Marilyn P. Hett 8305 SW 72 Avenue Miami, Florida 33143

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. DIRECTORS

This corporation shall have no less than one director, initially. The number of directors may be increased or decreased as provided by the Bylaws. The name and street addresses of the initial member of the Board of Directors is:

Marilyn P. Hett 8305 SW 72 Avenue Miami, Florida 33143

ARTICLE VI INCORPORATOR

The undersigned incorporator has executed these Articles of Incorporation this 1st day of May, 1996.

Marchen C. Q.	EUT-		
Signature			
Signature		,	
Signature			

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607,0501, FLORIDA STATUTES LITHE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA. Capital Asset Partners, Inc. 1. The name of the corporation is: 2. The name and address of the registered agent and office is: Mariya P. Hett 8305 SW 72 Avenue (P.O. Box or Mail Drop Box NOT ACCEPTABLE) Miani, Florida 33143 (CITY/STATE/ZIP) Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. Manlyr (? STCF)
(SIGNATURE)