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FILED STATE
SECRETARY OF CORPORATIONS
96 MAY 13 AM 8:59

To:

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

RECEIVED MAY 13 1996
TALLAHASSEE, FL 32301

Re:

Corporate Filing

5/21
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ARTICLES OF INCORPORATION

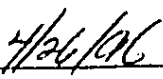
- (1) a. The name of the corporation shall be:
PARTNERS ONE CAPITAL CORPORATION
- b. The duration of the corporation shall be perpetual.
- c. The corporation shall be initially organized to meet patrons' with marketing needs.
- d. The corporation shall have the authority to issue seven thousand five hundred (7,500) shares of stock; of one class; with a par value of one dollar (\$1).
- h. The street address of the corporation, and its initial registered agent of such address shall be:

Mr. C. Keith LaMonda
1850 Lee Road, Suite #202
Winter Park, FL 32789

- i. The members of the Board of Directors shall be appointed at a later date in time.
- j. There shall be one incorporator:

Mr. C. Keith LaMonda
1850 Lee Road, Suite #202
Winter Park, FL 32789


Incorporator


Date

NOTARY


Christopher Reed

CHRISTOPHER REED
Notary Public, State of Florida
My comm. expires July 24, 1998
No. CC 394762

INITIAL REGISTERED AGENT CERTIFICATE

For: **PARTNERS ONE CAPITAL CORPORATION**

The Initial Registered Agent and address of same shall be:

Mr. C. Keith LaMonda
1850 Lee Road, Suite #202
Winter Park, FL 32789

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I, the undersigned, do hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the above named corporation.

C. Keith LaMonda *4/26/96*
Registered Agent Date

NOTARY *[Signature]* *4/26/96*
Christopher Reed

CHRISTOPHER REED
Notary Public, State of Florida
My comm. expires July 24, 1998
No. CC 394762