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June 10, 1996

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

Re: First Capital Corp.  
Our File No. 270.18

**VIA FEDERAL EXPRESS**

400001858774  
-06/11/96--01170--006  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Please file the enclosed Articles of Incorporation of First Capital Corp. and return a certified copy to me via the enclosed pre-paid FedEx envelope and airbill.

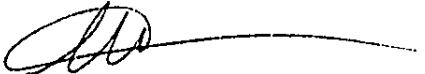
Also enclosed is our check, in the amount of \$122.50, in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

Total Enclosed \$ 122.50

Thank you for your assistance.

Sincerely,



Theresa Lynne Cutchins  
Legal Assistant

tlc  
Enclosures

FILED  
96 JUN 11 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DLK  
5/13/96

**ARTICLES OF INCORPORATION  
OF  
FIRST CAPITAL CORP.**

FILED  
96 JUN 11 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is First Capital Corp., whose mailing address is 6500 S.W. 104 Street, Miami, Florida 33156.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are executed.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 6500 S.W. 104 Street, Miami, Florida 33156. The name of the initial registered agent at such address is E. J. Miranda.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have the following director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
E. J. Miranda	6500 S.W. 104 Street Miami, Florida 33156

#### **ARTICLE VII - BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders, Officers or Directors.

#### **ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

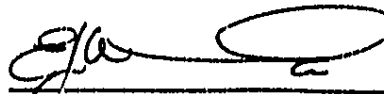
#### **ARTICLE X - INCORPORATOR**

The name and the address of the person signing these Articles is E. J. Miranda, 6500 S.W. 104 Street, Miami, Florida 33156.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10th day of June, 1996.


  
\_\_\_\_\_  
E. J. Miranda, Incorporator

STATE OF Florida )

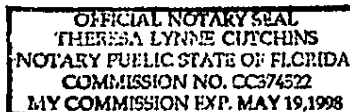
COUNTY OF Dade )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared E. J. Miranda, personally known to me ~~or who produced~~ \_\_\_\_\_  
\_\_\_\_\_ ~~as identification~~, and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of First Capital Corp. and he/~~she~~ acknowledged before me that he/~~she~~ executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of June, 1996.

  
\_\_\_\_\_  
Notary Public Theresa Lynne Cutchins  
Typed/Printed Name of Notary:

My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

FILED

96 JUN 11 PM 12:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the foregoing corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 10th day of June, 1996.

  
\_\_\_\_\_  
E. J. Miranda, Registered Agent

270.18