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COLL DAVIDSON CARTER SMITH SALTER & BARKETT  
PROFESSIONAL ASSOCIATION  
3800 MIAMI CENTER  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-2318

FLORIDA STATE  
TALLAHASSEE, FLORIDA

FILED 07/17/96 01051-015  
444122.50 444122.50

City/State/Zip      Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Capital Financial Consultants, Inc. 100  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

<b>NEW FILINGS</b>	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

<b>AMENDMENTS</b>	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

<b>OTHER FILINGS</b>	
Annual Report	
Fictitious Name	
Name Reservation	

<b>REGISTRATION/QUALIFICATION</b>	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

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ARTICLES OF INCORPORATION  
OF  
CAPITAL FUNDING CONSULTANTS, INC.

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Capital Funding Consultants, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Registered Agent of this Corporation is:

Troy J. Rillo, Esq.  
Coll Davidson Carter Smith  
Salter & Barkett, P.A.  
3200 Miami Center  
201 South Biscayne Boulevard  
Miami, FL 33131

The mailing address of the corporation is:

Capital Funding Consultants, Inc.  
3271 Huntington  
Fort Lauderdale, Florida 33332

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than two (2). The name and address of the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin J. Rillo	3271 Huntington Fort Lauderdale, Florida 33332
Daniel Glantz	2501 Hollywood Boulevard, Suite 210 Hollywood, Florida 33020

#### ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Troy J. Rillo, Esq.	c/o Coll Davidson Carter Smith Salter & Barkett, P.A. 3200 Miami Center 201 South Biscayne Boulevard Miami, FL 33131

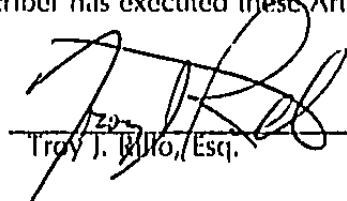
#### ARTICLE VII - DIRECTOR LIABILITY

No director shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

### ARTICLE VIII - DIRECTOR INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities, or other matters referred to or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of July, 1996.



Troy J. Wilho, Esq.

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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF  
CAPITAL FUNDING CONSULTANTS, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

c/o Coll Davidson Carter Smith  
Salter & Barkett, P.A.  
3200 Miami Center  
201 South Biscayne Boulevard  
Miami, Florida 33131

has named:

Troy J. Rillo, Esq.

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**A C K N O W L E D G E M E N T**

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
\_\_\_\_\_  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared TROY J. RILLO, known to me and known to be the person who executed the foregoing Articles of Incorporation, who took oath and acknowledged before me that he executed these Articles of Incorporation and produced a Driver's License as identification.

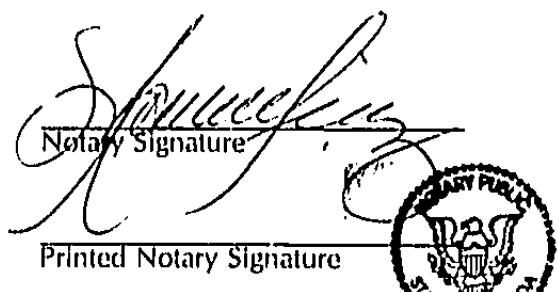
WITNESS my hand and official seal in the County and State last aforesaid this 12th day of July, 1996.

[Notary Rubber Stamp Seal]

Notary Signature

Printed Notary Signature

My Commission Expires:



OFFICIAL NOTARY SEAL  
MARIA C WILKINSON-DIAZ  
COMMISSION NO. CC24042  
MY COMMISSION EXP. JAN. 51