

CAP MORTGAGE CORPORATION

FILED
36 AUG -6 AM 11:01
TALLAHASSEE, FLORIDA

August 5, 1996

Division Of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: CAP VENDING CORPORATION
FILING OF ARTICLES OF
INCORPORATION AND REQUEST
FOR WRITTEN CERTIFICATION

Gentlemen;

300001314753
-08/07/96--01007--015
****122.50 ****122.50

In reference to the above filing, enclosed herewith are the following:

1. Original Articles Of Incorporation for Cap Vending Corporation
2. Check for \$122.50 made payable to Division Of Corporations

Kindly mail back to the undersigned a dated certification as to this filing , as soon as possible at the following address:

MICHAEL BRONSTEIN
C/O CAP MORTGAGE CORPORATION
6400 CONGRESS AVE. SUITE 200
BOCA RATON, FL 33487

8/5/96
JB

Thank you for your assistance.

Sincerely,


Michael M. Bronstein

6400 Congress Avenue, Suite 200 • Boca Raton, Florida 33487
(561) 995-8760 • Fax (561) 994-5915

ARTICLES OF INCORPORATION
OF

CAP VENDING CORPORATION

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I - NAME

The name of the corporation is Cap Vending Corporation
"Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

6400 Congress Avenue, Suite 200
Boca Raton, Florida 33487

ARTICLE III - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered agent of this Corporation shall be Michael Bronstein whose address is 6400 Congress Avenue, Suite 200, Boca Raton, Florida 33487, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

MICHAEL M. BRONSTEIN

6400 Congress Avenue, Suite 200
Boca Raton, Florida 33487

FILED
JAN 11 2001
CLERK OF DISTRICT COURT
JAN 11 2001
JAN 11 2001

ARTICLE VI - INITIAL DIRECTORS

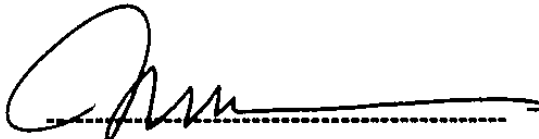
The names and addresses of the individuals who are to serve as the initial directors of the corporation are:

*Name**Address*

Michael M. Bronstein

6400 Congress Avenue, Suite 200
Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on August 5, 1996.



Michael M. Bronstein, Incorporator

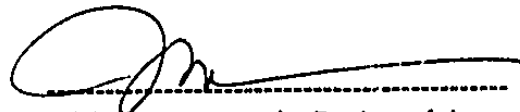
FILED
JUL 11 1996
CLERK OF DISTRICT COURT
JUL 11 1996
JUL 11 1996

**CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Cap Vending Corporation
2. The name and address of the registered agent and the registered office is: 6400 Congress Avenue, Boca Raton, Florida 33487.

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of Cap Vending Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: August 5, 1996



Michael M. Bronstein, Registered Agent