

LAWRENCE E. NELSON

96000070777
P.O. BOX 5480 • LIGHTHOUSE PT. FL 33074 • (854) 725-5200 • FAX (854) 667-0001

EXPIRATION DATE
8-26-96

FILED
AUG 23 PM 12:34
TALLAHASSEE, FLORIDA

AUGUST 21, 1996

800001931262
-08/23/96--01093--013
***122.50 ***122.50

STATE OF FLORIDA
DIVISION OF CORPORATIONS
409 E. GAINES ST.
TALLAHASSEE, FL. 32399.

LADIES/GENTLEMEN;

ATTACHED PLEASE FIND ARTICLES OF INCORPORATION FOR CAPS ISLAND PROPERTIES, INC. WHICH I WISH TO FORM AS SOON AS POSSIBLE.

I HAVE ENCLOSED OUR AIRBORNE EXPRESS ACCOUNT TICKET FOR YOU TO USE IN RETURNING THE REGISTERED ARTICLES TO US. PLEASE PROCESS THE ARTICLES AS SOON AS POSSIBLE. I HAVE DATED THE INCORPORATION AS OF AUGUST 26, 1996, BUT THAT IS NOT LOCKED IN STONE, SO IF YOU ARE ABLE TO PROCESS THEM ON AUGUST 23, I WOULD REALLY APPRECIATE IT.

THANK YOU IN ADVANCE FOR YOUR HELP.

SINCERELY,


LAWRENCE E. NELSON

8/26/96
TB

ARTICLES OF INCORPORATION FOR

CAPS ISLAND PROPERTIES INC.

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 1

THE NAME OF THE CORPORATION SHALL BE;

CAPS ISLAND PROPERTIES INC.

ARTICLE 2

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECT AND PURPOSES TO
BE TRANSACTED AND CARRIED ON ARE TO DO ANY AND ALL OF THE THINGS
HEREIN MENTIONED, AS FULLY AND TO DO THE SAME TO THE SAME EXTENT AS
NATURAL PERSONS MIGHT OR COULD DO, VIZ:

TO ENGAGE IN AND CARRY ON ANY BUSINESS ACTIVITIES PERMITTED UNDER
THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA.

TO PURCHASE, LEASE OR OTHERWISE ACQUIRE AND HOLD LANDS, BUILDINGS
AND TENEMENTS FOR THE OFFICES AND PREMISES OF THE CORPORATION, AND
TO LEASE, MORTGAGE AND CONVEY SUCH REAL ESTATE IN SUCH MANNER AS
MAY APPEAR FOR THE BEST INTEREST OF THE CORPORATION.

SUE AND BE SUEDE AND APPEAR AND DEFEND IN ALL ACTIONS AND
PROCEEDINGS IN ITS CORPORATE NAME TO THE SAME EXTENT AS A NATURAL
PERSON.

ADOPT AND USE A COMMON CORPORATE SEAL AND ALTER THE SAME.

APPOINT SUCH OFFICERS AND AGENTS AS ITS AFFAIRS SHALL REQUIRE AND ALLOW THEM SUITABLE COMPENSATION.

ADOPT, CHANGE AMEND AND REPEAL BY BY-LAWS NOT INCONSISTENT WITH LAW OR ITS CERTIFICATE OF INCORPORATION, FOR THE EXCERCISE OF ITS CORPORATE POWERS, THE MANAGEMENT, REGULATION AND GOVERNMENT OF ITS AFFAIRS AND PROPERTY, THE TRANSFER ON ITS RECORDS OF ITS STOCK OR OTHER EVIDENCE OF INTEREST OF MEMBERSHIP, AND THE CALLING AND HOLDING OF MEETINGS OF ITS STOCKHOLDERS.

MAKE AND ENTER INTO ALL CONTRACTS NECESARY AND PROPER FOR THE CONDUCT OF ITS BUSINESS.

CONDUCT BUSINESS, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD MORTGAGE, SELL, CONVEY, LEASE OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY, AND BUY, HOLD, MORTGAGE, SELL OR OTHERWISE CONVEY OR OTHERWISE DISPOSE OF FRANCHISES IN THIS STATE AND IN ANY OF SEVERAL STATES, TERRITORIES, POSSESSIONS AND DEPENDENCIES OF THE UNITED STATES, THE DISTRICT OF COLUMBIA AND IN FOREIGN COUNTRIES. PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME CHARACTER OF BUSINESS. ACQUIRE, ENJOY AND UTILIZE AND DISPOSE OF PATENTS, COPYRIGHTS, AND TRADEMARKS AND ANY LICENSES OR OTHER RIGHTS OR INTERESTS THEREUNDER OR THEREIN. TAKE, HOLD, SELL AND CONVEY SUCH PROPERTY AS MAY BE NECESSARY TO OBTAIN OR SECURE PAYMENT OF ANY INDEBTEDNESS OR LIABILITY TO IT.

GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF THE SHARES OF THE CAPITAL STOCK OR ANY BONDS, SECURITIES OR OTHER EVIDENCES OF INDEBTEDNESS CREATED BY ANY OTHER CORPORATION OF THIS STATE OR ANY OTHER STATE OR GOVERNMENT; WHILE OWNER OF SUCH STOCK TO EXCERCISE ALL THE RIGHTS, POWERS AND PRIVELEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK. PURCHASE, HOLD, SELL AND TRANSFER SHARES OF ITS OWN CAPITAL STOCK, PROVIDED THAT IT SHALL NOT PURCHASE ANY OF ITS OWN CAPITAL STOCK EXCEPT FROM THE SURPLUS OF ITS ASSETS OVER ITS LIABILITIES INCLUDING CAPITAL. SHARES OF ITS OWN CAPITAL STOCK OWNED BY THE CORPORATION SHALL NOT BE VOTED DIRECTLY OR INDIRECTLY OR COUNTED AS OUTSTANDING FOR THE PURPOSE OF ANY STOCKHOLDERS QUORUM OR VOTE.

DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF THE OBJECTS ENUMERATED IN THIS CERTIFICATE OF INCORPORATION OR NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS OF THE CORPORATION, WHETHER SUCH BUSINESS IS SIMILAR IN NATURE TO THE OBJECTS ENUMERATED IN ITS CERTIFICATE OF INCORPORATION OR ANY AMENDMENTS THEREOF.

CONTRACT DEBTS AND BORROW AT SUCH RATES OF INTEREST NOT TO EXCEED THE LAWFUL INTEREST RATE AND UPON SUCH TERMS AS IT OR ITS BOARD OF DIRECTORS MAY DEEM NECESSARY OR EXPEDIENT, AND SHALL AUTHORIZE OR AGREE UPON THE ISSUE AND SALE OR PLEDGE OF BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS, WHETHER SECURED OR UNSECURED, AND EXECUTE SUCH MORTGAGES, OR OTHER INSTRUMENTS UPON OR ENCUMBERING ITS PROPERTY OR CREDIT TO SECURE THE PAYMENT OF MONEY BORROWED OR OWING BY IT, AS OCCASION MAY REQUIRE AND THE BOARD OF DIRECTORS DEEM EXPEDIENT.

MAKE GIFTS FOR EDUCATIONAL, SCIENTIFIC OR CHARITABLE PURPOSES.

ARTICLE 3

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION AUTHORIZED TO BE OUTSTANDING AT ANY ONE TIME SHALL BE ONE HUNDRED (100) SHARES OF COMMON STOCK OF THE PAR VALUE OF ONE DOLLAR (\$1.00) EACH. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS.

ARTICLE 4

THIS CORPORATION SHALL BEGIN BUSINESS WITH A CAPITAL OF NOT LESS THAN TWO HUNDRED DOLLARS (\$200.00).

ARTICLE 5

THE CORPORATION SHALL BE PERPETUAL IN EXISTENCE AS OF AUGUST 26, 1996.

ARTICLE 6

THE PLACE OF BUSINESS OF THIS CORPORATION SHALL BE LOCATED IN THE CITY OF DEERFIELD BEACH, COUNTY OF BROWARD, FLORIDA, WITH A POST OFFICE ADDRESS OF PO BOX 5460, LIGHTHOUSE PT., FL. 33074, AND A STREET ADDRESS OF 998 S. MILITARY TRAIL, DEERFIELD BEACH, FL. 33442, OR AT SUCH OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA AS THE BOARD OF DIRECTORS SHALL, BY APPROPRIATE ACTION HEREAFTER, FROM TIME TO TIME DETERMINE.

ARTICLE 7

A. THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED AND MANAGED BY ITS BOARD OF DIRECTORS, AND SUCH BOARD OF DIRECTORS SHALL CONSIST OF NOT LESS THAN ONE (1) MEMBER. A MAJORITY OF THE FIRST BOARD OF DIRECTORS NAMED BELOW SHALL HAVE THE POWER TO APPROVE AND TO ADOPT THE BY-LAWS OF THIS CORPORATION UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED.

B. THE QUALIFICATIONS, TIME AND PLACE OF ELECTION, AND TERM OF OFFICE OF EACH DIRECTOR SHALL BE AS PROVIDED FOR IN THE BY-LAWS OF THE CORPORATION.

C. THE OFFICERS OF THIS CORPORATION MAY CONSIST OF A PRESIDENT, VICE PRESIDENT, TREASURER, AND A SECRETARY, AND ANY OTHER OFFICERS OR AGENTS AS MAY BE PROVIDED FOR BY THE BY-LAWS OF THIS CORPORATION, WHO SHALL BE CHOSEN, SERVE FOR SUCH TERM, AND HAVE SUCH DUTIES AS MAY BE PRESCRIBED BY SUCH BY-LAWS.

D. A DIRECTOR MAY BE REMOVED WITH OR WITHOUT CAUSE AT ANY ANNUAL OR SPECIAL MEETING OF STOCKHOLDERS ONLY UPON AFFIRMATIVE VOTE OF FIFTY-ONE PERCENT (51%) OF STOCK PRESENT AND VOTING.

ARTICLE 8

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION, WHO, UNLESS OTHERWISE PROVIDED BY THE BY-LAWS OF THIS CORPORATION SHALL HOLD OFFICE AND

MANAGE THIS CORPORATION FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

LAWRENCE E.NELSON	998 S.MILITARY TRAIL	DEERFIELD BEACH, FL 33442
SUSAN C.NELSON	998 S.MILITARY TRAIL	DEERFIELD BEACH, FL.33442
GARY C.BRESTLE	998 S.MILITARY TRAIL	DEERFIELD BEACH, FL.33442

ARTICLE 9

THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION IS AS FOLLOWS.

LAWRENCE E.NELSON	998 S.MILITARY TRAIL	DEERFIELD BEACH, FL.33442
-------------------	----------------------	---------------------------

ARTICLE 10

IN THE EVENT THAT THE CORPORATION ENTERS INTO CONTRACTS OR TRANSACTS BUSINESS WITH ONE OR MORE OF ITS DIRECTORS, OR WITH ANY FIRM OF WHICH ONE OR MORE OF ITS DIRECTORS ARE MEMBERS OR EMPLOYEES, OR WITH ANY OTHER CORPORATION OR ASSOCIATION OF WHICH ONE OR MORE OF ITS DIRECTORS ARE SHAREHOLDERS, DIRECTORS, OFFICERS OR EMPLOYEES, SUCH CONTRACT SHALL NOT BE INVALIDATED OR IN ANY WAY BE AFFECTED BY THE FACT THAT SUCH DIRECTOR OR DIRECTORS HAVE OR MAY HAVE INTEREST THEREIN WHICH MIGHT BE ADVERSE TO THE INTEREST OF THE CORPORATION, EVEN THOUGH THE NOTE OF THE DIRECTOR OR DIRECTORS HAVING SUCH ADVERSE INTERESTS SHALL HAVE BEEN NECESSARY TO OBLIGATE THE CORPORATION UPON SUCH CONTRACT OR OBLIGATION; PROVIDED, HOWEVER, THAT IN ANY SUCH CASE, THE FACT OF SUCH INTEREST SHALL BE DISCLOSED TO THE OTHER DIRECTORS OR SHAREHOLDERS ACTING UPON OR IN REFERENCE TO SUCH CONTRACT OR TRANSACTION. NO DIRECTOR OR DIRECTORS HAVING DISCLOSED SUCH ADVERSE INTERESTS SHALL BE LIABLE TO THE CORPORATION OR TO ANY SHAREHOLDER OR CREDITOR THEREOF OR TO ANY OTHER PERSON FOR ANY LOSS INCURRED BY IT UNDER OR BY REASON OF ANY CONTRACT OR TRANSACTION, NOR SHALL ANY DIRECTOR OR DIRECTORS BE ACCOUNTABLE FOR ANY GAINS OR PROFITS REALIZED THEREON. PROVIDED, ALSO, THAT SUCH CONTRACT OR TRANSACTION SHALL, AT THE TIME AT WHICH IT WAS ENTERED INTO, HAVE BEEN A REASONABLE ONE TO HAVE BEEN ENTERED INTO AND SHALL HAVE BEEN UPON TERMS THAT, AT THE TIME WERE FAIR.

ARTICLE 11

EACH DIRECTOR OF THE CORPORATION, WHETHER OR NOT THEN IN OFFICE, SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL COSTS AND EXPENSES REASONABLY INCURRED OR IMPOSED UPON HIM OR HER IN CONJUNCTION WITH OR ARISING OUT OF ANY CLAIM, DEMAND, ACTION, SUIT OR PROCEEDINGS IN WHICH HE OR SHE MAY BE INVOLVED, OR TO WHICH HE OR SHE MAY BE MADE A PARTY TO BY REASON OF HE OR SHE BEING OR HAVING BEEN A DIRECTOR OR AN OFFICER OF THE CORPORATION, (SAID EXPENSES TO INCLUDE ATTORNEYS FEES AND THE COSTS OF LITIGATION), EXCEPT IN RELATION TO MATTERS AS TO WHICH HE OR SHE FINALLY SHALL BE ADJUDGED IN ANY SUCH ACTION, SUIT, OR PROCEEDINGS TO HAVE BEEN DERELICT IN PERFORMANCE OF HIS OR HER DUTY, AS SUCH OFFICER OR DIRECTOR. SUCH RIGHT OF INDEMNIFICATION SHALL BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH A DIRECTOR MAY BE ENTITLED UNDER ANY REGULATIONS, AGREEMENTS, VOTE OF STOCKHOLDERS, OR TO WHICH HE OR SHE MAY BE ENTITLED TO AS A MATTER OF LAW, AND THE RIGHTS OF INDEMNIFICATION SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND THE ADMINISTRATORS OF ANY SUCH DIRECTOR OR OFFICER.

ARTICLE 12

A DIRECTOR SHALL NOT BE LIABLE FOR DIVIDENDS ILLEGALLY DECLARED, DISTRIBUTIONS ILLEGALLY MADE TO STOCKHOLDERS, OR ANY OTHER ACTION TAKEN, BY RELIANCE IN GOOD FAITH UPON THE FINANCIAL STATEMENTS OF THE CORPORATION REPRESENTED TO HIM OR HER TO BE CORRECT BY AN OFFICER HAVING CHARGE OF ITS BOOKS OF ACCOUNT, OR A FINANCIAL STATEMENT CERTIFIED BY A CERTIFIED PUBLIC ACCOUNTANT TO FAIRLY REFLECT THE FINANCIAL CONDITION OF THE CORPORATION; NOR SHALL HE OR SHE BE LIABLE IF, IN GOOD FAITH IN DETERMINING THE AMOUNT AVAILABLE FOR DIVIDENDS OR DISTRIBUTIONS, HE OR SHE CONSIDERS THE ASSETS TO BE OF THEIR BOOK VALUE.

ARTICLE 13

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW, AT ANY TIME. EVERY AMMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY FIFTY-ONE (51%) PERCENT OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE 14

ANY ACTION THAT MAY BE TAKEN AT A MEETING OF THE SHAREHOLDERS OF THIS CORPORATION MAY BE TAKEN WITHOUT A MEETING, PROVIDED THAT CONSENT IN WRITING SETTING FORTH THE ACTION SHALL BE SIGNED BY ALL, BUT NOT LESS THAN ALL, OF THE SHAREHOLDERS OF THE CORPORATION ENTITLED TO VOTE ON THE ACTION, AND SHALL BE FILED BY THE SECRETARY OF THE CORPORATION. THIS CONSENT SHALL BE THE SAME EFFECT AS A UNANIMOUS VOTE AT A SHAREHOLDERS MEETING. LIKEWISE, IF ALL DIRECTORS, SEVERALLY OR COLLECTIVELY, CONSENT IN WRITING TO ANY ACTION TAKEN OR TO BE TAKEN BY THE CORPORATION, AND THE WRITING OR WRITINGS EVIDENCING THEIR CONSENT ARE FILED WITH THE SECRETARY OF THE CORPORATION, THE ACTION SHALL BE VALID AS THOUGH IT HAD BEEN AUTHORIZED AT A MEETING OF THE BOARD OF DIRECTORS.

ARTICLE 15

IN ACCORDANCE WITH CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

THAT CAPS ISLAND PROPERTIES INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF DEERFIELD BEACH, COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED LAWRENCE E. NELSON AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN THIS STATE AT 998 S. MILITARY TRAIL, DEERFIELD BEACH, FL. 33442.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED ON THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE SAID PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

IN WITNESS WHEREOF, THE REGISTERED AGENT HAS SET HIS HAND AND SEAL THIS 21ST. DAY OF AUGUST, 1996

RESIDENT AGENT

Atara Hamed
WITNESS

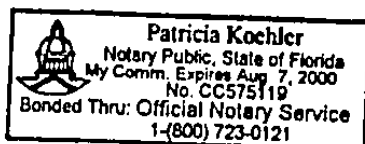
Lawrence E. Nelson
LAWRENCE E. NELSON
998 S. MILITARY TRAIL
DEERFIELD BEACH, FL. 33442

S. Hennis
WITNESS

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY AFORESAID TO TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED LAWRENCE E. NELSON, TO ME WELL KNOWN TO BE THE PERSON DESCRIBED HEREIN, AND WHO EXECUTED THE FOREGOING ACCEPTANCE OF REGISTERED AGENT FOR CAPS ISLAND PROPERTIES, INC.

WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID THIS 21ST. DAY OF AUGUST, 1996



Patricia Kochler
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES Aug 7, 2000

EXECUTION BY SUBSCRIBERS

IN WITNESS WHEREOF, THE SUBSCRIBER HERETO HAS HEREUNTO SET HIS SEAL
THIS THE 21ST.DAY OF AUGUST, 1996

Mark Hamel
WITNESS

Lawrence E. Nelson
LAWRENCE E. NELSON

Ellen S.
WITNESS

STATE OF FLORIDA

SS.

COUNTY OF BROWARD

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY
AUTHORIZED IN THE STATE AND COUNTY AFORESAID TO, TAKE
ACKNOWLEDGEMENTS, PERSONALLY APPEARED LAWRENCE E. NELSON, TO ME WELL
KNOWN TO BE THE PERSON DESCRIBED WITHIN, AND WHO EXECUTED THE
FOREGOING AS THE SUBSCRIBER TO THE FOREGOING ARTICLES OF
INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID
THIS 21ST.DAY OF AUGUST, 1996



Patricia Kochler
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES *Aug 7 2000*