

P46000090915

RICHARD A. HELLER
HOWARD D. FRIEDMAN

ATTORNEYS AT LAW
RICHARD A. HELLER, P. A.

5212 W. COLONIAL DR.
ORLANDO, FLORIDA 32808

TELEPHONE
(407) 297-1200
FACSIMILE
(407) 291-1380

October 29, 1996

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

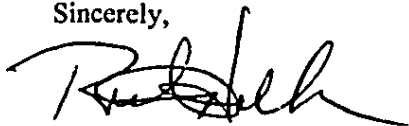
900001996839--6
-11/05/96--01177--004
*****122.50 *****122.50

Re: Articles of Incorporation
Capital Management Alliance, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and Appointment of Registered Agent for Capital Management Alliance, Inc.. I have also enclosed the sum of \$122.50 as the filing fee. Please return to the address above when the documents have been filed. Thank you for your assistance in this matter.

Sincerely,



Richard A. Heller
Attorney At Law

Enclosure

FILED
96 NOV -4 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AB 11/6

**ARTICLES OF INCORPORATION
OF
CAPITAL MANAGEMENT ALLIANCE, INC.**

FILED
96 NOV -4 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME: The name of this corporation shall be **CAPITAL MANAGEMENT ALLIANCE, INC.**

ARTICLE II

DURATION: The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE: The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The nature of the business is that of financial services and any other lawful business .

ARTICLE IV

CAPITAL STOCK: The aggregate number of shares that the corporation has authority to issue is One Thousand (1,000) all of which shall be common shares with par value of ONE DOLLAR (\$1.00).

ARTICLE V

REGISTERED OFFICE: The street address of the initial registered office of the corporation is:

2180 W. State Road 434, Suite 1150
Longwood, Florida 32779

The name of the initial registered agent at that address is:

NANCY I. HECHT

ARTICLE VI

DIRECTORS: The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted, but shall never be less than one (1).

The name and address of the initial director is:

DEAN A. FARACCHIO
217 Arbor Circle
Sanford, Florida 32773

ARTICLE VII

INCORPORATOR(S): The name and address of the person signing these Articles of Incorporation as the incorporator is:

DEAN A. FARACCHIO
217 Arbor Circle
Sanford, Florida 32773

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS: The principal place of business of the corporation is:

217 Arbor Circle
Sanford, Florida 32773

ARTICLE IX

COMMENCEMENT OF EXISTENCE: The corporation shall commence its existence on the date chartered by the State of Florida.

ARTICLE X

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed by a majority of the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereof, unless all the stockholders sign a written statement manifesting their intention that certain amendment to these Articles of

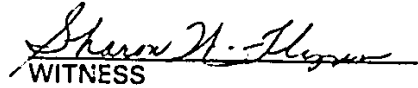
Incorporation be made.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this

29th day of October, 1996.


WITNESS


DEAN A. FARACCHIO


WITNESS

**APPOINTMENT OF REGISTERED AGENT
OF
CAPITAL MANAGEMENT ALLIANCE, INC.**

FILED
96 NOV -4 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the above named corporation submits the following in compliance with said Act:

That the above named corporation desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named the following individual at the following address as its agent to accept services of process within the State of Florida:

NANCY I. HECHT
2180 W. State Road 434, Suite 1150
Longwood, Florida 32779

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


NANCY I. HECHT

SWORN TO AND SUBSCRIBED BEFORE ME this 29 day of
October, 1996, by **NANCY I. HECHT**, who is personally known to me or has provided
a valid state of Florida driver's license as identification.


Notary Public
My Commission Expires:

