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11/27/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

1:31 PM

((H96000016806 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: PROSKAUER ROSE GOETZ & MENDELSON  
CONTACT: KATHY RASLER  
PHONE: (407)995-4751

ACCT#: 074673001063

FAX #: (407)241-7145

NAME: CAPITAL PRESERVATION GROUP, INC.  
AUDIT NUMBER.....H96000016806  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS...0 PAGES..... 4  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE... \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

\*\* INVALID SELECTION...PLEASE RE-ENTER \*\*

ENTER/SELECTION AND <CR>FLORIDA DIVISION OF CORPORATIONS  
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1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
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4. ALTER DEFAULTS FOR THIS SESSION
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PASSWORD/NEWPASSWORD  
DOCUMENT TYPE  
CORPORATE DOCUMENT NUMBER  
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--- CURRENT DEFAULTS ---

ACCOUNT NAME: 074673001063  
SUB ACCOUNT:  
METHOD OF DELIVERY: F  
MAIL NAME: PROSKAUER ROSE GOETZ & MENDELSON  
MAIL ADDR1: 2255 GLADES ROAD  
MAIL ADDR2: ONE BOCA PLACE STE 340 W  
CITY: BOCA RATON ST: FL ZIP: 33431-0000 COUNTRY: US  
ENTER SELECTION NUMBER 1 THRU 9, A BLANK AND THE KEY (IF REQUIRED).

AVAILABLE BALANCE: \$758.00  
FAX NUMBER: (407)241-7145

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--- CURRENT DEFAULTS ---

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ARTICLES OF INCORPORATION  
OF  
CAPITAL PRESERVATION GROUP, INC.

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RECORDED  
INDEXED

Article I  
Name

The name of the corporation is CAPITAL PRESERVATION GROUP, INC.

Article II  
Duration

The corporation shall have perpetual existence.

Article III  
Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV  
Address

The principal place of business of the corporation shall be:

6372 NW 25th Way  
Boca Raton, Florida 33496

Article V  
Capital Stock

The corporation is authorized to issue 1,000 shares of common stock, \$.01 par value per share.

Donald E. Thompson, II, Esq.  
FL Bar No. 0608262  
Proskauer Rose Goetz & Mendelsohn LLP  
2255 Glades Road, Suite 340W  
Boca Raton, FL 33431  
407/241-7400

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Article VI  
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 6372 NW 25th Way, Boca Raton, FL 33496, and the name of the initial registered agent of the corporation at that address is Fred M. Kadin.

Article VII  
Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is:

Fred M. Kadin  
6372 NW 15th Way  
Boca Raton, Florida 33496

Christine Kadin  
6372 NW 15th Way  
Boca Raton, Florida 33496

Article VIII  
Incorporator

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

Fred M. Kadin  
6372 NW 15th Way  
Boca Raton, Florida 33496

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X  
Indemnification

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Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

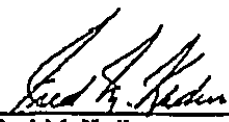
#### Article XI Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

#### Article XII Beginning of Corporate Existence

The corporate existence of the corporation shall begin on upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25 day of November, 1996.

  
Fred M. Kadin  
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN  
THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE  
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Fred M. Kadin

Registered Agent

Dated: November 26, 1996

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