

NOV 27 1996 4:56 PM PROSKAUER ROSE GOETZ & MENDELSON 561 241 537 900

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
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

1:31 PM

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. PARTNERSHIP ELECTRONIC FILING MENU
9. RETURN TO MAIN MENU

--KEY--
PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***

--- 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

ENTER/SELECTION AND <CR>FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

1:31 PM

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. PARTNERSHIP ELECTRONIC FILING MENU
9. RETURN TO MAIN MENU

--KEY--
PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***

--- CURRENT DEFAULTS ---

596A-53885
12/2/96

RECEIVED
NOV 27 PM 4:25
TALLAHASSEE, FLORIDA

HH96000016806 7

**ARTICLES OF INCORPORATION
OF
CAPITAL PRESERVATION GROUP, INC.**

FILED
96 NOV 27 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
HH96000016806 7

H96000016806 7

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

H96000016806 7

NOV 27 '96 14:57 FR PROSKAUER ROSE 2
117 25/1996 16:44 561-995-4643
NOV 25 '96 16:14 FR PROSKAUER ROSE 3

561 241 8153 TO 9001#19049224001 P.04/05
CAPITAL RESOURCES GR PAGE 04
561 995 4140 TO 40889001#9954643 P.04/05

H96000016806 7

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.

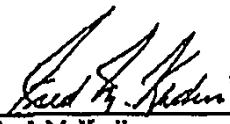
Article XI
Bylaws

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

H96000016806 7

BR1VF032099991701
61647.BK1

3

03/12/96 4:41pm
#520 (001)

NOV 25 '96 16:51

561 995 4643 PAGE.004

NOV 27 '96 14:57 FR PROSKAUER ROSE 2

561 241 8153 TO 9001#19049224001 P.05/05

NOV 25 '96 16:15 FR PROSKAUER ROSE 3

561 995 4140 TO 40889001#9954643 P.05/05

H96000016806 7

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

96 NOV 27 PM 4:31
FILED

H96000016806 7

BR1F0520000001701
61647.BR1

03/18/96 4:41pm
8320 (701)

NOV 25 '96 16:52

561 995 4643 PAGE.005

** TOTAL PAGE.005 **