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P97000034187

ARDMORE CAPITAL CORPORATION

10121 S.W. 129 TERRACE
MIAMI, FL 33176-5649
TEL: 305 251 6024

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

TEL: 904 487 6052

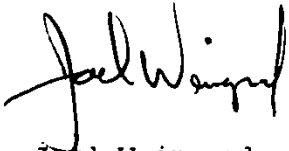
Please file the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent/Office.

Enclosed is:

- *An original Articles of Incorporation
- *An original Certificate of Designation of Registered Agent/Office
- *A check in the amount of \$70.00
- *No optional services are requested.

Please send responses or receipts concerning this filing to the above address.

Thank you very much.



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*****70.00 *****70.00

Joel Weingrad, INCORPORATOR for ARDMORE CAPITAL CORPORATION

file: ACC70410

4/14/97

FILED
97 APR 15 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 4/16/97

ARTICLES OF INCORPORATION
OF
ARDMORE CAPITAL CORPORATION

PURSUANT TO CHAPTER 607 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED INCORPORATOR SUBMITS THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A FOR PROFIT CORPORATION.

ARTICLE 1. THE NAME OF THE CORPORATION IS:

ARDMORE CAPITAL CORPORATION

ARTICLE 2. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION IS:

10121 SW 129 TERRACE
MIAMI, FLORIDA 33176

ARTICLE 3. THE CORPORATION IS AUTHORIZED TO ISSUE ONE CLASS OF STOCK, THAT BEING 1,000 SHARES OF NO PAR VALUE, COMMON STOCK, WITH IDENTICAL RIGHTS AND PRIVILEGES, THE TRANSFER OF WHICH IS RESTRICTED ACCORDING TO THE BYLAWS OF THE CORPORATION.

ARTICLE 4. THE NAME AND ADDRESS OF THE CORPORATION'S INITIAL REGISTERED AGENT IS:

JOEL WEINGRAD
10121 SW 129 TERRACE
MIAMI, FLORIDA 33176

ARTICLE 5. THE NAME AND STREET ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:

JOEL WEINGRAD
10121 SW 129 TERRACE
MIAMI, FLORIDA 33176

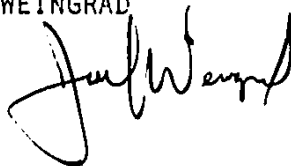
ARTICLE 6. NO DIRECTOR SHALL BE HELD LIABLE TO THE CORPORATION OR ITS SHAREHOLDERS FOR MONETARY DAMAGES DUE TO A BREACH OF FIDUCIARY DUTY, UNLESS THE BREACH IS A RESULT OF SELF DEALING, INTENTIONAL MISCONDUCT, OR ILLEGAL ACTIONS.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THE DATE BELOW.

DATE: 4/14/97

NAME OF INCORPORATOR: JOEL WEINGRAD

SIGNATURE OF INCORPORATOR:



FILE: ACC70411

FILED
97 APR 15 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT
FOR

ARDMORE CAPITAL CORPORATION

PURSUANT TO SECTION 607.0501 OF THE FLORIDA, BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME AND ADDRESS OF THE CORPORATION'S REGISTERED OFFICE IS:

JOEL WEINGRAD

ARDMORE CAPITAL CORPORATION
10121 SW 129 TERRACE
MIAMI, FLORIDA 33176

HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTER 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.

SIGNATURE OF REGISTERED AGENT:

DATE OF SIGNATURE:

4/14/97

FILE:ACC70412

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TALLAHASSEE, FLORIDA