

Mantor & Westerfer, P.A.
Certified Public Accountants

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January 20, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

P97000009600

Re: Incorporation of New Business

To Whom it May Concern,

Enclosed are (1) an original and one copy of the Articles of Incorporation, (2) Certificate Designating place of business and (3) a check in payment of incorporation fees as follows:

\$ 35.00 - Filing Fee - Profit Corporation
52.50 - Certified Copy
35.00 - Certificate Designating Registered Agent

\$122.50 - Total Check

Please return the certified copy of these articles of incorporation to our office at the above address. Thank you.

Sincerely,

Marilyn L. Mantor

Marilyn L. Mantor
Certified Public Accountant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Incorporation
of
Capstone Financial Services, Inc.

Article I

The name of this corporation shall be:
Capstone Financial Services, Inc.

Article II

The corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and the United States of America.

Article III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be one thousand (1,000) shares with a par value of one dollar (\$1.00) and shall be classified as follows:

Series A	Voting	1,000 shares
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Article IV

This corporation shall begin business with a capital of not less than one thousand dollars (\$1,000).

Article V

This corporation shall exist perpetually.

Article VI

The name and address of the corporation's initial registered agent is:

Lyle W. Preest
348 Conners Avenue
Naples, FL 34108

Article VII

The principal place of business of this corporation shall be located at:

348 Conners Avenue
Naples, FL 34108

Article VIII

This is a close corporation as contemplated by Florida Statute 607.72. The corporation will have no directors and business shall be conducted by the shareholders of this corporation.

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Article IX

The names and post office addresses of the President, Vice President, Secretary and Treasurer, who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporate By-Laws are as follows:

Name	Office	Address
Lyle W. Preest	Pres, VP, Secretary, Treas.	348 Conners Ave. Naples, FL 34108

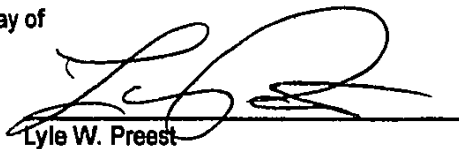
Article X

The name and address of the subscriber of this certificate of incorporation is as follows:

Lyle W. Preest
348 Conners Avenue
Naples, FL 34108

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the charter of the above corporation.

Witness my hand and seal this day of

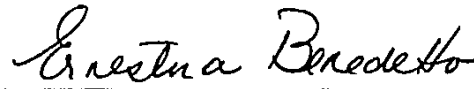


Lyle W. Preest

State of Florida
County of Collier

Before me, the undersigned notary public, personally appeared—Lyle W. Preest—to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed and subscribed to the same for the purposes therein expressed. Who is personally known or who produced Fl. Dr. Lic. as identification.

Dated: 1/23/97.



Notary Public

Ernestina Benedetto

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Capstone Financial Services, Inc.
2. The name and address of the registered agent and office is:

Lyle W. Preest
348 Conners Avenue
Naples, FL 34108

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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 this certificate, 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.



Lyle W. Preest

1/23/97
Date