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BOARD CERTIFIED
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WILLS, TRUSTS &
ESTATES LAWYER

March 28, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002127158--2
-03/28/97--01086--008
*****70.00 *****70.00

RE: Pacific Capital Corporation

Enclosed are the original Articles of Incorporation for the above named proposed Florida corporation.

Also enclosed is a check in the amount of \$70.00 representing the fees for filing and Designation of Resident Agent.

Thank you for your assistance in this matter.


Very truly yours,



DAVID P. JOHNSON

DPJ:nlh
Enclosure
cc: Todd Mayo

FILED
97 MAR 28 AM 10:05
TALLAHASSEE, FLORIDA


APR 1 1997

ARTICLES OF INCORPORATION OF PACIFIC CAPITAL CORPORATION

97 MAR 28 AM 10:05
FILED
SECRET
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is PACIFIC CAPITAL CORPORATION.

ARTICLE II

The address of the principal office of the Corporation is 1605 Main Street, Suite 1004, Sarasota, Florida 34236. The mailing address of the Corporation is 1605 Main Street, Suite 1004, Sarasota, Florida 34236.

ARTICLE III

The number of shares the Corporation is authorized to issue is 1,000,000 shares all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The street address of the Corporation's initial registered office is 2201 Ringling Blvd. Ste 104, Sarasota, Florida 34237. The initial Registered Agent for the Corporation at that address is DAVID P. JOHNSON, ESQ.

ARTICLE V

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

Name

Address

TODD L. MAYO

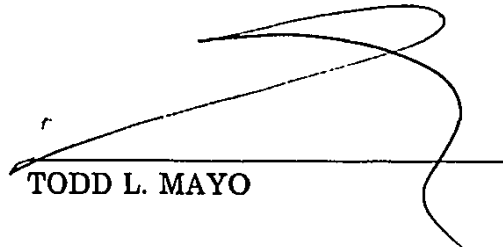
1605 Main Street, Suite 1004, Sarasota,
Florida 34236

ARTICLE VI

The initial Directors of the Corporation shall be:

TODD L. MAYO

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of March, 1997.


TODD L. MAYO

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PACIFIC CAPITAL CORPORATION at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: March 26, 1997


DAVID P. JOHNSON, ESQ.

FILED
97 MAR 28 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA