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TRANSMITTAL LETTER

April 17, 1997

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

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-04/21/97--01109--013
****131.25 ****131.25

SUBJECT: CAPITAL FINANCIAL CONSULTING, INC.

Enclosed is an original and two (2) copies of the articles of incorporation for CAPITAL FINANCIAL CONSULTING, INC.

\$131.25 is enclosed for the filing fee, certified copy & certificate.

FROM: Gordon M. Schwartz
826 Ashwood Court
Orange Park, Florida 32065
(904) 272-7180

EFFECTIVE DATE
4/17/97

APR 23

BSB

FILED
97 APR 21 PM 2:41
DIV OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CAPITAL FINANCIAL CONSULTING, INC.

FILED

97 APR 21 PM 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE

4-17-97

ARTICLE I: NAME

The name of the corporation shall be: **CAPITAL FINANCIAL CONSULTING, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 826 Ashwood Court, Orange Park, Florida 32065.

ARTICLE III: EXISTENCE AND DURATION

This corporation shall exist perpetually commencing on April 17, 1997.

ARTICLE IV: PURPOSE

This corporation is organized with the general powers named in Chapter 607, Florida Statutes, currently in effect or as amended, to include but not limited to the right:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

ARTICLE V: SHARES/CAPITAL STOCK

The aggregate number of authorized shares of stock this corporation is authorized to have outstanding at any one time is **100,000** shares of **ONE CENT (\$0.01)** par value common stock, which shall be designated "Common Shares".

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is Gordon M. Schwartz. The address of the initial registered agent is 826 Ashwood Court, Orange Park, Florida 32065.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of the corporation is:

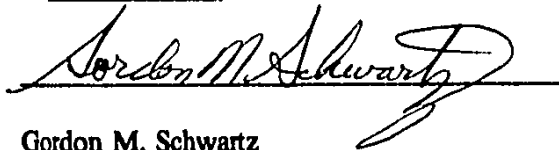
- (1) Gordon M. Schwartz, 826 Ashwood Court, Orange Park, Florida 32065.

ARTICLE VIII: INCORPORATOR

The name, signature, and street address of the incorporator to these Articles of Incorporation is:
Gordon M. Schwartz, 826 Ashwood Court, Orange Park, Florida 32065.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this

17th day of April, 1997.


Gordon M. Schwartz

STATE OF FLORIDA

COUNTY OF CLAY

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Gordon M. Schwartz to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid, this 17 day of April, 1997.

90 FDL

Sharyn L. Emanuel
Notary Public - State of Florida at Large



Sharyn L. Emanuel
MY COMMISSION # CC545977 EXPIRES
April 7, 2000
BONDED THRU TROY FARM INSURANCE, INC.

Address: _____

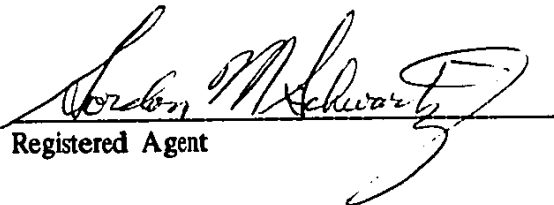
My commission expires: April 7, 2000

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 **CAPITAL FINANCIAL CONSULTING, INC.**
2. The name and address of the registered agent and office is:
Gordon M. Schwartz
826 Ashwood Court
Orange Park, Florida 32065

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.


Registered Agent

April 17, 1997
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA