

P97000040963

LAW OFFICE
JOHN O. HOPKINS, P.A.
SUITE 307-D
4800 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431
TELEPHONE (561) 367-7800

April 28, 1997

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

RE: U.S. CAPITAL, INC.

000002166100--4
-05/05/97--01108--003
*****122.50 *****122.50

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for the above-referenced corporation, as well as the filing fee of \$122.50.

Please file the original and return a certified stamped copy to me at 4800 North Federal Highway, Suite 307-D, Boca Raton, Florida 33431.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Sharon K. Ferguson

SHARON K. FERGUSON
Legal Assistant

/skf
enclosure

FILED
97 MAY -5 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 8 1997
[Signature]
5/16/97

ARTICLES OF INCORPORATION

OF

U.S. CAPITAL, INC.

ARTICLE I NAME

The name of this corporation is U.S. CAPITAL, INC.

ARTICLE II PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) At all meetings of the stockholders the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

FILED
97 MAY -5 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4800 North Federal Highway, Suite 307-D, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is John O. Hopkins, Esquire.

ARTICLE VI

INITIAL PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 51 North Federal Highway, Suite 4, Pompano, Florida 33062. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles is: John O. Hopkins, Esquire,
4800 North Federal Highway, Suite 307-D, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 2nd day of April, 1997.

Subscriber and Registered Agent

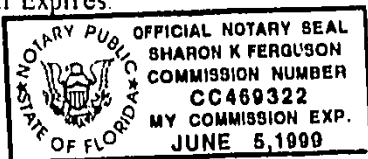
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **John O. Hopkins, Esquire**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

NOTARY PUBLIC

State of Florida at Large

My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.325 Florida Statutes.

By: 

John O. Hopkins, Esquire
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA