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ACCOUNT NO. : 072100000032

REFERENCE : 360694 149697A

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : May 9, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 360694-005

CUSTOMER NO: 149697A

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CUSTOMER: Karen M. Brown, Legal Asst
SWANN HADLEY DENION & ALVAREZ,
P.A.
P. O. Box 1961

Winter Park, FL 32790-1961

DOMESTIC FILING

NAME: AMERICAN CAPITOL MANAGEMENT
COMPANY II

EFFECTIVE DATE: MAY 7, 1997

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

EFFECTIVE DATE
5-7-97
FILED
97 MAY -9 PM 12:57
RECEIVED
97 MAY -9 AM 11:26
Dmc
5/9/97
SECRETARY OF STATE
ALLAHUSSEIN FLORIDA
DIVISION OF CORPORATION

(5)

AMERICAN CAPITOL GROUP I ASSETS LIMITED PARTNERSHIP

SUITE 200

1341 G STREET N. W.

WASHINGTON, D. C. 20005

May ⁷ __, 1997

Secretary of State
Division of Corporations
Tallahassee, Florida

RE: American Capitol Management Company

Dear Sir or Madam:

Please let this letter serve as our authorization and consent to the use of the name American Capitol Management Company II (incorporated by Christian M. Swann).

Sincerely,

American Capitol Management Company

BY: 

Terence R. McAuliffe, President

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ARTICLES OF INCORPORATION

97 MAY -9 PM12:57

OF

SEC. OF STATE
TALLAHASSEE, FLORIDA

AMERICAN CAPITOL MANAGEMENT COMPANY II

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE

ARTICLE I - NAME OF CORPORATION

5-7-97

The name of the corporation shall be American Capitol Management Company II.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be 1031 W. Morse Blvd.; Suite 140, Winter Park, Florida 32789.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence May 7, 1997 and shall exist perpetually.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which the corporation is organized shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated Common Shares with a par value of ten cents (\$.10) per share.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND REGISTERED AGENT

The initial street address of the registered office of the corporation in the state of Florida is 1031 W. Morse Blvd.; Suite 270, Winter Park, Florida 32789. The name of the initial registered agent of the corporation at such address is Swann, Hadley & Alvarez, P.A.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be two (2).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

<u>Name</u>	<u>Address:</u>
Richard R. Swann	1031 W. Morse Blvd. Suite 270 Winter Park, Florida 32789
Christian M. Swann	1031 W. Morse Blvd. Suite 270 Winter Park, Florida 32789

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address:</u>
Christian M. Swann	1031 W. Morse Blvd. Suite 270 Winter Park, Florida 32789

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Winter Park, Florida, this 8th day of May, 1997.


Christian M. Swann, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 8th day of May, 1997, by Christian M. Swann who is personally known to me and who did take an oath.




Notary Public, State of Florida
KAREN M. BROWN
My Comm. Exp. July 11, 1997
Comm. No. EC 283719

Karen M. Brown
NOTARY PUBLIC
Printed Name: Karen M. Brown
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Swann, Hadley & Alvarez, P.A., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0501(3) of the Florida Business Corporation Act.

Swann, Hadley & Alvarez, P.A.

BY: 
Richard R. Swann
President

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