

P97000045484

MICHAEL BEST & FRIEDRICH
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A Global Association of
122 Independent Firms

Michael A. Gral

May 6, 1997

VIA FEDERAL EXPRESS #5258210053

Ms. Sandra B. Mortham
Secretary of State
Florida Department of State
Corporations Division
409 East Gain Street
Tallahassee, Florida 32314

900002172949--7
-05/09/97--01074--011
*****70.00 *****70.00

RE: Capital Ventures Florida, Inc.
Our File 19241-0001

Dear Ms. Mortham:

Enclosed are duplicate originals of Articles of Incorporation on behalf of our client, Capital Ventures Florida, Inc., together with a check in the amount of \$70 covering the filing fees. Please file one original and return the remaining original to us in the enclosed self-addressed stamped envelope. In addition, it would be greatly appreciated if you could call me or my secretary, Betty Rasky, to confirm receipt of filing of these Articles.

It is our understanding that the name Capital Ventures Florida, Inc. appears on your system but that the company is inactive and that the name is now available. If this is not the case, please contact me by telephone as soon as possible.

If you have any questions or comments concerning this matter, please call me at your earliest convenience.

Thank you for your consideration in this matter.

Very truly yours,
MICHAEL BEST & FRIEDRICH

Michael A. Gral
Michael A. Gral

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 22 AM 9:33

787 512 611
MAG-11077

MAG/bjr
encs.
cc: Ms. Jean Inman Farrell



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 13, 1997

MICHAEL A. GRAL
MICHAEL BEST & FRIEDRICH
100 E. WISCONSIN AVENUE
MILWAUKEE, WI 53202-4108

SUBJECT: CAPITAL VENTURES FLORIDA, INC.
Ref. Number: W97000011077

We have received your document for CAPITAL VENTURES FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 497A00025551

**MICHAEL BEST
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Michael A. Gral

May 20, 1997

VIA FEDERAL EXPRESS #5258209865

Ms. Doris Brown, Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Capital Ventures Florida, Inc.
Your Letter Number: 497A00025551
Our File 19241-0001

Dear Ms. Brown:


Confirming our telephone conversations, it is our understanding that we were erroneously informed that the name of Capital Ventures Florida, Inc. was available and the Articles of Incorporation were filed on May 13, 1997.

Enclosed is a copy of your letter dated May 13, 1997 informing us that Capital Ventures Florida, Inc. is unavailable. It is our understanding that Capital Ventures South Florida, Inc. is available and we have chosen that name. We have inserted "South" before "Florida" and are returning the duplicate originals of the Articles of Incorporation on behalf of Capital Ventures South Florida, Inc. for filing. Your prompt attention in filing these Articles of Incorporation would be greatly appreciated. Please call us with the effective date of incorporation and return one original to us with the filing information, together with a certificate of incorporation in the enclosed return self-addressed Federal Express envelope at your earliest convenience.

Thank you for your consideration in this matter.

Very truly yours,

MICHAEL BEST & FRIEDRICH


Betty J. Rasky, Secretary to
Michael A. Gral

bjr
encs.
cc: Ms. Jean Inman Farrell w/encs.

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF SOUTH
CAPITAL VENTURES/FLORIDA, INC.

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 22 AM 9:33

FIRST: CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: CAPITAL VENTURES SOUTH FLORIDA, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 2908 SEMINOLE STREET, COCONUT GROVE, FLORIDA 33133.

THIRD: THE NUMBER OF SHARES OF THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE THOUSAND SHARES AT A PAR VALUE OF ONE DOLLAR.

FOURTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: NONE.

FIFTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: SET FORTH IN THE BYLAWS.


SIXTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 2908 SEMINOLE STREET, COCONUT GROVE, FLORIDA 33133, AND THE NAME OF THE REGISTERED AGENT AT SUCH ADDRESS IS JEAN INMAN FARRELL.

SEVENTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS THREE, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

<u>NAME</u>	<u>ADDRESSES</u>
PETER MARGOLIS	P.O. BOX 1691, KEY WEST, FLORIDA 33041
MICHAEL A. GRAL	100 EAST WISCONSIN AVENUE, SUITE 3300 MILWAUKEE, WISCONSIN 53202-4108
JEAN INMAN FARRELL	2908 SEMINOLE STREET COCONUT GROVE, FLORIDA 33133

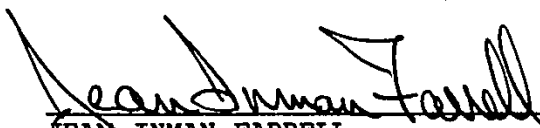
EIGHTH: THE NAME AND ADDRESS OF THE INCORPORATOR IS: MICHAEL A. GRAL, 100 EAST WISCONSIN AVENUE, MILWAUKEE, WISCONSIN 53202-4108.

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 6TH DAY OF MAY, 1997.



MICHAEL A. GRAL, INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501
(3) F.S.1: JEAN INMAN FARRELL IS FAMILIAR WITH AND ACCEPTS THE
OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.



JEAN INMAN FARRELL,
REGISTERED AGENT/DIRECTOR

FILED
SECRETARY OF CORPORATIONS
DIVISION
MAY 22 AM 9:33

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