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REFERENCE : 411433 133628A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : June 2, 1997
ORDER TIME : 9:53 AM
ORDER NO. : 411433-005
CUSTOMER NO: 133628A

CUSTOMER: Douglas J. Burns, Esq
GOVAN, BURNS & JONES
6500 Central Avenue
St. Petersburg, FL 33707

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-06/02/97--01063--008
****122.50 ****122.50

DOMESTIC FILING

NAME: EQUITY CAPITAL
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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SN JUN - 2 1997

FILED
JUN 2 1997
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN - 2 AM 11: 23
DIVISION OF CORPORATION

FILED
97 JUN -2 PM 3:09
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EQUITY CAPITAL MANAGEMENT, INC.**

The undersigned subscriber, he being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be **EQUITY CAPITAL MANAGEMENT, INC.**

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial address of the principal office of the proposed corporation in the State of Florida shall be:

905 EAST MARTIN LUTHER KING BOULEVARD
SUITE 600
TARPON SPRINGS, Florida 34689

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

ARNIE ZWEBEN
905 EAST MARTIN LUTHER KING BOULEVARD
SUITE 600
TARPON SPRINGS, FLORIDA 34689

ANTHONY MONTELLO
905 EAST MARTIN LUTHER KING BOULEVARD
SUITE 600
TARPON SPRINGS, FLORIDA 34689

JACK LEVINE
905 EAST MARTIN LUTHER KING BOULEVARD
SUITE 600
TARPON SPRINGS, FLORIDA 34689

ERIC HEMOND
905 EAST MARTIN LUTHER KING BOULEVARD
SUITE 600
TARPON SPRINGS, FLORIDA 34689

ARTICLE VIII

SUBSCRIBER: The name and address of the Subscriber of this corporation is:

ARNIE ZWEBEN
905 EAST MARTIN LUTHER KING BOULEVARD,
SUITE 600
TARPON SPRINGS, Florida 34689

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: EQUITY CAPITAL MANAGEMENT, INC. names and designates ARNIE ZWEBEN, the Registered Agent and also establishes 905 East Martin Luther King Boulevard, SUITE 600, Tarpon Springs, Florida 34689, as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Incorporation of EQUITY CAPITAL MANAGEMENT, INC. place his hand and seal this 29th day of May, 1997, at St. Petersburg, Florida.

In the presence of:


WITNESS


WITNESS


ARNIE ZWEBEN

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME personally appeared ARNIE ZWEBEN, personally known to me or has produced FL DL# 7150-015-58-108-0 as identification and who [did] [did not] take an oath, and known to be the person described in and who executed the foregoing instrument as Subscriber to the foregoing Articles of Incorporation who, after being first duly sworn, acknowledges that he executed same for the purposes set forth and that all information is true and correct to his best knowledge and belief.

WITNESS my hand and seal on this 29th day of May, 1997, at St. Petersburg, Florida.



Dolores Sandra Peace
My Commission CC579647
Expires Aug 25, 2000

Dolores Sandra Peace
NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: Dolores Sandra Peace

My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

I, ARNIE ZWEBEN, 905 EAST MARTIN LUTHER KING BOULEVARD, SUITE 600, TARPON SPRINGS, FLORIDA 34689, do hereby accept appointment as Registered Agent of EQUITY CAPITAL MANAGEMENT, INC., together with the duties and responsibilities attaching to such appointment.

Arnie Zweben
ARNIE ZWEBEN

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared ARNIE ZWEBEN, to me well known or has produced FL DL# Z156-015-58-108-0 as identification and who [did] [did not] take an oath, and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 29th day of May, 1997.

Dolores Sandra Peace
NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: Dolores Sandra Peace

My Commission expires:



Dolores Sandra Peace
My Commission CC579647
Expires Aug 25, 2000

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