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TEL 582-92-86-86
FAX 582-92-66-76

OF COUNSEL
MITCHELL S. POLANSKY

May 30, 1997

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VIA FEDERAL EXPRESS #4534040162

Florida Department of State
Division of Corporations
Attn: Certification Department
409 East Gaines Street
Tallahassee, Florida 32399

Re: Capital Management Services, Inc.

Dear Sir or Madam:

Enclosed please find our firm's check in the amount of \$122.50 to cover the fee for the filing of the Articles of Incorporation, obtaining a certified copy and initial fee for registered agent for the above-referenced company.

Once the documents have been filed, please forward the certified copy to our office as soon as possible.

If you need any further information regarding the above, please do not hesitate to contact us.

Thank you in advance for your prompt attention to this matter.

Sincerely,

James E. Hurley
James E. Hurley

JEH
Enclosures
fetalon.frm/mngmt.scr/corp/sec.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 2 PM 1:17

97 JUN 4 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -2 PM 1:17

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

**ARTICLE I
NAME**

The name of the corporation is CAPITAL MANAGEMENT SERVICES, INC.

**ARTICLE II
ADDRESS**

The mailing address and principal office of the corporation is 2665 South Bayshore Drive, Suite 900, Miami, FL 33133.

**ARTICLE III
PURPOSE**

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE IV
DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE V
POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE VI
CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is:

James E. Hurley, Esq.
Richards
2665 South Bayshore Drive
Suite 900
Miami, FL 33133

FILED
SECRETARY OF STATE
ON 05/30/97


ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

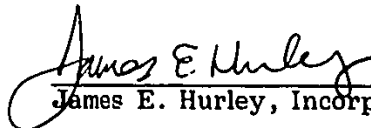
James E. Hurley, Esq.
Richards
2665 South Bayshore Drive
Suite 900
Miami, FL 33133

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 30th day of May, 1997.


James E. Hurley
Registered Agent

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 30th day of May, 1997.


James E. Hurley, Incorporator

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