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6/04/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS	FAX #: (904)922-4001
FROM: FAB-T CORP. AGENTS, INC.	ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ	
PHONE: (305)599-0839	FAX #: (305)716-0346
NAME: CAPITAL MARKETS INTERNATIONAL INC.	
AUDIT NUMBER.....H9700009184	
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.	
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SECRETARY OF STATE
97 JUL 1 1997

ARTICLES OF INCORPORATION

OF

CAPITAL MARKETS INTERNATIONAL INC.

The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

CAPITAL MARKETS INTERNATIONAL INC.

ARTICLE II - MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

12000 Biscayne Blvd
Suite 404
Miami, Florida 33181

ARTICLE III - TERM AND COMMENCEMENT

This corporation is to exist perpetually. This corporation shall commence to exist on June 4, 1997.

ARTICLE IV - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares of common stock having a per value of One Dollar (\$1.00) per share.

Prepared by: Lazar & Associates
2901 Collins Avenue
Miami Beach, FL 33140
(305) 535-8118

**ARTICLE VI - NAME OF REGISTERED AGENT
AND ADDRESS OF REGISTERED OFFICE**

The street address of the corporation's initial registered office shall be 2901 Collins Avenue, Miami Beach, Florida 33140. The name of the corporation's initial registered agent at such address is: Bruce E. Lazar

ARTICLE VII INCORPORATOR

The name and address of each incorporator is:

Bruce E. Lazar
2901 Collins Avenue
Miami Beach, Florida 33140

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to actions in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of July 1997.



BRUCE E. LAZAR

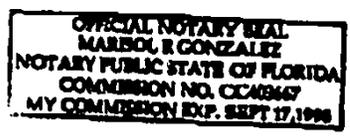
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CLERK

STATE OF FLORIDA)
) as
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared BRUCE E. LAZAR to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same.

4 WITNESS my hand and official seal in the County and State above named this day of June, 1997.



Marisol R. Gonzalez
NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.

Bruce E. Lazar
BRUCE E. LAZAR