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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: CAPITAL MARKETS INTERNATIONAL INC.

AUDIT NUMBER.....H97000009184

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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## **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 January 1997.

  
BRUCE E. LAZAR

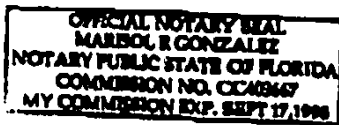
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STATE OF FLORIDA     )  
                              ) as  
COUNTY OF DADE     )

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.



*Mariel 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

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