

N. TAYLOR ENTERPRISES, INC.

96 Mayfair Lane ♦ Boynton Beach, FL 33462
Phone 800-386-6789 ♦ Fax 561-965-8727

P97000058847

June 30, 1997

Secretary of State
Tallahassee, FL 32990

RE: Astonia Capital Corporation, Inc.

Dear Sir/Madam:

Enclosed you will find the following:

1. Copy of Articles of Incorporation for the above referenced company.
2. My check in the amount of \$122.50 to cover filing fees.

Please process these articles and return the approved file to my office at the above address. Should you have any questions, please do not hesitate to contact me.

Sincerely,

Nita Taylor

Nita Taylor
President

NT:sm

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -3 PM 12:45

ARTICLES OF INCORPORATION
OF

ASTONIA CAPITAL CORPORATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -3 PM 12:45

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida..

ARTICLE I NAME

The name of the corporation shall be.

ASTONIA CAPITAL CORPORATION, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be, 1024 Del Harbour Drive #1, Delray Beach, FL 33483, and the name of the initial Registered Agent for the corporation at that address is

Michael Bowen
1024 Del Harbour Drive #1
Delray Beach, FL 33483

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Michael Bowen

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Michael Bowen
1024 Del Harbour Drive #1
Delray Beach, FL 33483

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 30 day of June, 1997.

Incorporator:

Michael C. Bowen

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was executed and acknowledged
before me this 30 day of June, 1997, by
Michael C. Bowen

Personally Known to me

Mildred J. Taylor
Notary Public
State of Florida
My Commission Expires:
5/15/2001



MILDRED J. TAYLOR
COMMISSION # CC 631224
EXPIRES MAY 15, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 1024 Del Harbour Drive #1, Delray Beach, FL 33483, has named MICHAEL BOWEN, whose address is 1024 Del Harbour Drive #1, Delray Beach, FL 33483, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Michael C. Bowen

STATE OF Florida
COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, this day personally appeared Michael C. Bowen, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 30 day of June, 1997.

Mildred J. Taylor
Notary Public
State of Florida
My Commission Expires:
5/15/2001



MILDRED J. TAYLOR
COMMISSION # CC 631224
EXPIRES MAY 15, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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