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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 497597 10316A

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

FILED
97 AUG 14 AM 9:48
TALLAHASSEE, FLORIDA

ORDER DATE : August 14, 1997

ORDER TIME : 3:02 PM

ORDER NO. : 497597-005

CUSTOMER NO: 10316A

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CUSTOMER: Olga Molina, Legal Assistant
SIDNEY BRODIE, ESQ

Penthouse 1
7270 N.w. 12th Street
Miami, FL 33126

DOMESTIC FILING

NAME: THE CAPRO GROUP, 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: Andrew Cumper

EXAMINER'S INITIALS: _____

RECEIVED
97 AUG 14 PM 4:30
TALLAHASSEE, FLORIDA

SN AUG 15 1997

7

ARTICLES OF INCORPORATION

OF

THE CAPO GROUP, INC.

ARTICLE I - NAME

The name of this corporation is

THE CAPO GROUP, INC.
1414 NW 107TH AVENUE
4TH FLOOR
MIAMI, FLORIDA 33172

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 7270 NW 12th Street, PH-I, Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Sidney Z. Brodie, Esq.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three. The name and address of the initial director of this corporation is:

Gerardo Capo 1414 NW 107TH AVENUE, 4TH FLOOR, MIAMI, FL.

Julio C. Capo " "

ARTICLE IX - INCORPORATOR

The name and address of the person signing theses articles is: Sidney Z. Brodie, Esq., 7270 NW 12th Street, PH-I, Miami, Florida 33126.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount apposite his name:

Julio C. Capo	50%
Gerardo Capo	20%
Catherine Capo	7%
Christine Capo	7%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - INITIAL DIRECTORS

The name and street address of the member of the first Board of Director is:

Gerardo Capo

1414 NW 107th Avenue, 4th Floor, Miami, Florida 33172

Julio C. Capo

"

"

ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XIX - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XXI - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XXII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

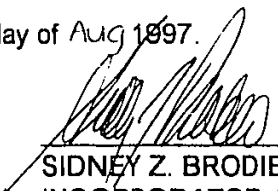
ARTICLE XXIII - SUB-CHAPTER "S" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election

ARTICLE XXIV - AMENDMENT

This corporation serves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, an any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of incorporation, this 12th day of Aug 1997.

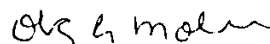


SIDNEY Z. BRODIE, ESQ.
INCORPORATOR AND SUBSCRIBER

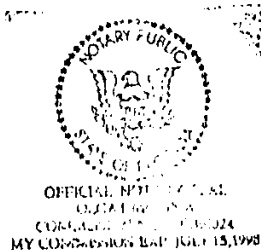
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of Aug, 1997, by Sidney Z. Brodie, who has produced Florida driver's license, who executed the foregoing Article of Incorporation and who acknowledged before me that he executed those Article of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 12th day of Aug, 1997.



NAME: OLGA L. MOLINA
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSIONS EXPIRES:



STATE OF FLORIDA

DEPARTMENT OF STATE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
OFFICERS UPON WHOM PROCESS MAY BE SERVED AND
NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS**

The following is submitted, in compliance with Chapter 48.091 Florida Statutes: THE CAPO GROUP, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1414 NW 107TH AVENUE, 4TH FLOOR, MIAMI, FLORIDA 33172 has named Sidney Z. Brodie, Esq., located at 7270 NW 12th Street, PH-I, Miami, Florida 33126 as its agent to accept service of process within this state.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
GERARDO CAPO	PRESIDENT/ TREASURER.	1414 NW 107TH AVE., 4TH FLOOR MIAMI, FLORIDA 33172
JULIO C. CAPO	VICE-PRESIDENT/ SECRETARY	" "

DIRECTORS

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
GERARDO CAPO	1414 NW 107TH AVE., 4TH FLOOR MIAMI, FLORIDA 33143
JULIO C. CAPO	" "

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to keep 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 Florida designated address) in some conspicuous place in office as required by Law.

Filing Fee: \$122.50



FILED
97 AUG 9:49
TALLAHASSEE, FLORIDA