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CAPITAL FUNDS ADMINISTRATION, INC.  
2240 BELLEAIR ROAD, SUITE 150  
CLEARWATER, FLORIDA 33764

August 25, 1997

600002278206--B  
-08/27/97--01046--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Dear Sirs:

Enclosed is my check for the sum of \$70.00 for the following incorporation fees of Capital Funds Administration, Inc.:

\$ 35.00	Filing Fee
<u>35.00</u>	Resident Agent Fee
\$ 70.00	

Sincerely,

*Robert J. Droubie*

Robert J. Droubie  
RJD:hht  
Enclosures

FILED  
97 AUG 27 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmp  
8/28/97

ARTICLES OF INCORPORATION  
OF  
CAPITAL FUNDS ADMINISTRATION, INC.

FILED

97 AUG 27 PM 2:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: Capital Funds Administration, Inc. The principal place of business of this corporation shall be 2240 Belleair Road, Suite 150, Clearwater, Florida 33764.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses 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 that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2240 Belleair Road, Suite 150, Clearwater, Florida 33764. The name of the initial registered agent of the corporation at that address is Robert J. Droubie.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro-rata share thereof at any price at which it is offered to others.

ARTICLE VII. INDEMNIFICATION

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

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the incorporator that all shares of stock issued by the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE IX. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed is:

Robert J. Droubie  
Director/President

2240 Belleair Road  
Suite 150  
Clearwater, FL 33764

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Robert J. Droubie

2240 Belleair Road  
Suite 150  
Clearwater, FL 33764

IN WITNESS WHEREOF, the undersigned has hereunto set his hand  
and seal on this 25 day of August, 1997.

Ralph H. Houbie (SEAL)

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this  
25th day of August, 1997.

Hannelore Tocco  
Notary Public, State of Florida at Large.

My Commission Expires: May 9, 1998

RESIDENT AGENT CERTIFICATE

FILED

97 AUG 27 PM 2:09

In pursuance to Chapter 607, Florida Statutes the following is submitted in compliance with said act.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

That, Capital Funds Administration, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the county of Pinellas, State of Florida, has named Robert J. Droubie, located at 2240 Belleair Road, Suite 150, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

Robert J. Droubie

Resident Agent