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Mark E. Yegge
301 S. Missouri Avenue, Suite 209
Clearwater, FL 33756
Tel: (813) 446-6660

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fla Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

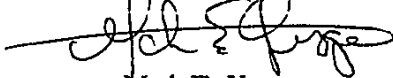
Dear Sir or Madam,

We have enclosed a check made payable for \$⁷⁰⁰~~35.00~~ for the filing fee to file for a new corporation.

Please contact me at the number above if you have any questions.

Thank you.

Yours sincerely,



Mark E. Yegge
Registered Agent
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Presidential Capital, Inc.

Pursuant to the Laws of the State of Florida

FIRST: The name of the corporation is: Presidential Capital, Inc. (the "Corporation").

SECOND: The registered office of the Corporation in the State of Florida is located at 301 S. Missouri Avenue, Suite 206; in the city of Clearwater, County of Pinellas. The name of its registered agent at such address is Mark E. Yegge.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida (the "Act").

FOURTH: The total number of shares of capital stock which the Corporation has authority to issue is 30,000,000 shares, consisting of:

- a) Twenty-five million (25,000,000) shares of Class A Common Stock, par value \$.01 per share (the "Class A Stock"),
- b) Two-million (2,000,000) shares of Class B Common Stock, par value, \$.01 per share (the "Class B Stock"), and
- c) Three million (3,000,000) shares of Preferred Stock (Class A), par value, \$1.00 per share (the "Class A Preferred Stock").

FIFTH: Directors: The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial board of directors is:

Name	Mailing Address:
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Mark E. Yegge	301 S. Missouri Ave. #209 Clearwater, Florida 33756
John Schaible	220 Fairwood #77 Clearwater, FL 34619

SIXTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its

stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the appropriate provisions of the Act or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of the Act, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Act for payment of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit.

EIGHTH: In furtherance, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

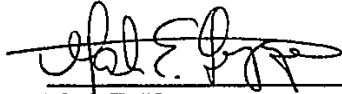
NINTH: The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights herein conferred are granted subject to this reservation.

TENTH: The name and street address of the Incorporator to these Articles of Incorporation are Mark Yegge and 301 S. Missouri Avenue Suite #209, Clearwater, FL 33756.

ELEVENTH: The term of this Corporation is perpetual.

I, THE UNDERSIGNED, being an officer and director hereinbefore named, pursuant to the General Corporation Law of the State of Florida, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this twenty-fifth day of August, 1997.

The undersigned incorporator has executed these Articles of Incorporation this twenty-fifth day of August, 1997.



Mark E. Yegge

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the under-
signed corporation, organized under the laws of the state of Florida, submits the following
statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: Presidential Capital, Inc

2. The name and address of the registered agent and office is:

Mark Yegge

(Name)

301 S. Missouri Ave Suite 206

(P.O. Box NOT acceptable)

Clearwater, FL 33756

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the appointment
as registered agent and agree to act in this capacity. I further agree to comply with the
provisions of all statutes relating to the proper and complete performance of my duties, and
I am familiar with and accept the obligations of my position as registered agent.*

SIGNATURE

John E. Gage

DATE

8/5/97

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314