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TO: DIVISION OF CORPORATIONS

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PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: CAPITAL FINANCING EQUITY, INC.

AUDIT NUMBER.....H97000015977

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

CERT. OF STATUS..0

PAGES.....4

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97 SEP 25 AM 10:00
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

(4)

OF

CAPITAL FINANCING EQUITY, INC.

FILED
97 SEP 25 AM 10:01
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is CAPITAL FINANCING EQUITY, INC. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is c/o 8491 N.W. 17th Street, Miami, Florida 33126.
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Michael A. Dribin, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

PREPARED BY:
Michael A. Dribin
Florida Bar Number 0205656
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

(305) 378-9400

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Donald Kipnis
394 South Hibiscus Drive
Miami Beach, Florida 33139

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Lawrence Kibler
8491 N.W. 17th Street
Miami, Florida 33126

- EIGHTH: The corporate existence of the Corporation shall commence on September 25, 1997.
- NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of September, 1997.


Michael A. Dribin, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Martha Freeman
Martha Freeman, Assistant Secretary

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OFFICE OF THE
CLERK OF THE
TALLAHASSEE, FLORIDA

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