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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JENNIFER A. BARNES

Greg Kuroda

PHONE: (305) 672-0686

FAX #: (305) 672-9110

NAME: CAPBANK CORPORATION

AUDIT NUMBER.....H97000017181

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

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Capbanx Corporation

EFFECTIVE DATE  
10-15-97

### Article II. Address

The mailing address of the Corporation is:  
Capbanx Corporation  
One East Broward Boulevard, Suite 700  
Fort Lauderdale FL 33301

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### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Jonathan D. Leinwand  
One East Broward Boulevard, Suite 700  
Fort Lauderdale FL 33301

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Leonard Rosenberg

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jonathan D. Leinwand | FL Bar Member 0064076  
Jonathan D. Leinwand, P.A.  
One East Broward Boulevard, Suite 700  
Fort Lauderdale FL 33301  
954-713-2807

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 25,000,000 shares of common stock, par value .001 per share.

**Article VI. Incorporator**

The name and address of the incorporator is:

Jonathan D. Leinwand

Jonathan D. Leinwand, P.A.

One East Broward Boulevard, Suite 700

Fort Lauderdale FL 33301

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on October 15, 1997.

The undersigned incorporator executed these Articles of Incorporation on October 15, 1997.



JONATHAN D. LEINWAND

Greg K. Kuroda, Assistant Secretary

Jonathan D. Leinwand | FL Bar Member 0064076  
Jonathan D. Leinwand, P.A.  
One East Broward Boulevard, Suite 700  
Fort Lauderdale FL 33301  
954-713-2807

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
Capbanx Corporation

**REGISTERED AGENT/OFFICE:**  
Jonathan D. Leinwand  
One East Broward Boulevard, Suite 700  
Fort Lauderdale FL 33301

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
JONATHAN D. LEINWAND  
by G.K. Kuroda as attorney-in-fact

Date: October 15, 1997

Jonathan D. Leinwand | FL Bar Member 0084078  
Jonathan D. Leinwand, P.A.  
One East Broward Boulevard, Suite 700  
Fort Lauderdale FL 33301  
954-713-2807

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