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97 NOV -3 PM 3:13

October 24, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
409 E. Gaines
Tallahassee, FL 32399

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***122.50 ***122.50

To Whom It May Concern:

Please certify the three (3) original documents enclosed and return to us Tuesday, October 28 (overnight delivery). You will find a completed, paid for Airborne Express return envelope for your convenience. Thank you.

Sincerely,

Douglas L. Carley

Douglas L. Carley

Douglas Carley GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article III and last PS.
DATE
DOC. EXAM. CH

~~P-Mail~~ OCT 28 1997

~~1097-24496~~
P-Mail NOV -3 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 28, 1997

DOUGLAS L. CARLEY
320 PINEY RIDGE RD
CASSELBERRY, FL 32707

SUBJECT: CAPITAL ACCESS MANAGEMENT GROUP, INC.
Ref. Number: W97000024494

We have received your document for CAPITAL ACCESS MANAGEMENT GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 097A00052282

October 29, 1997

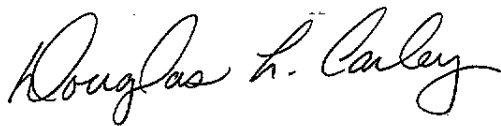
Division of Corporations
409 E. Gaines
Tallahassee, FL 32399

To Whom It May Concern:

I recently sent you three (3) original documents of Articles of Incorporation for Capital Access Management Group, Inc. It was brought to my attention that the documents were incomplete. I apologize for the inconvenience.

Please certify the three (3) original documents enclosed and return to us Airborne Express, by Friday, October 31 (overnight delivery). You will find a completed, paid for Airborne Express return envelope for your convenience. If you have any questions please call me at (888) 217-2553. Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Douglas L. Carley". The signature is written in dark ink and is positioned above the printed name.

Douglas L. Carley

ARTICLES OF INCORPORATION

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We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the state of Florida, adopt the following articles of incorporation:

Article I

The name of the corporation is : Capital Access Management Group, Inc.

Article II

The period of its duration is: Perpetual.

Article III

The purpose of the corporation is: a Private Investment Banking company. To engage in and to own, operate and manage money for investment purposes and to perform such services as are incidental, proper or necessary to the operation of such business and all adjuncts thereto, and to carry on and conduct all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607 of the Florida Statutes. For the purpose of carrying on the Business aforesaid, to buy, lease, sell and convey property, both real and personal, as the same shall either be necessary or incidental to the conduct of said business.

Article IV

The aggregate number of authorized shares is: 7,000.

Article V

The corporation will not commence business until at least 7 dollars have been received by it as consideration for the issuance of shares.

Article VI

Cumulative voting of shares of stock is not authorized.

Article VII

Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are: not allowed under the by laws set forth in these Articles of Incorporation.

Article VIII

Provisions for regulating the internal affairs of the corporation are: mandated unto the Board of Directors of aforesaid.

Article IX

The address of the initial registered office of the corporation is: 320 Piney Ridge Road, Casselberry, Florida 32707 and the name of its initial registered agent at such address is: Douglas L. Carley.

Article X


Address of the principal place of business is: 320 Piney Ridge Road, Casselberry, Florida 32707

Article XI

The number of directors constituting the initial board of directors of the corporation is (1), and the names and address of the person(s) who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address


Douglas L. Carley

320 Piney Ridge Road
Casselberry, Florida 32707

Article XII

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The name and address of each incorporator is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name

Address

Douglas L. Carley
Douglas L. Carley
Incorporator/Registered Agent

320 Piney Ridge Road
Casselberry, Florida 32707

I hereby accept the duties and responsibilities as registered agent.

Date: October 21, 1997