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*Megias, McCabe & Samiljan*  
*Attorneys At Law*

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*Steven T. Samiljan*

2135 South Congress Avenue # 3C, West Palm Beach, Florida 33406 Phone: 561 969-3344 Fax: 561 969-9698

October 27, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

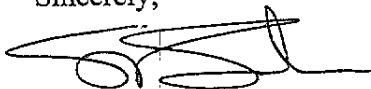
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-11/10/97-01158--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **NORTH CAPTIVA INVESTMENTS, INC.**

To Whom It May Concern:

Enclosed are the Articles of Incorporation of **NORTH CAPTIVA INVESTMENTS, INC.**, together with a check in the amount of \$122.50, made payable to the Secretary of State for the filing fee.

Sincerely,

  
Steven T. Samiljan

STS/ajs  
Enclosure

FILED  
97 NOV 10 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/13/97-TKJ

**ARTICLES OF INCORPORATION OF  
NORTH CAPTIVA INVESTMENTS, INC.**

**ARTICLE I - NAME**

The name of the corporation is **NORTH CAPTIVA INVESTMENTS, INC.**

**ARTICLE II - COMMENCEMENT AND DURATION**

This corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of conducting any and all lawful business pursuits.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of stock at One Dollar (\$1.00) par value.

**ARTICLE V - AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation shall have not less than one (1) Director, and not more than three (3) Directors in accordance with By-Laws. The name and address of the initial director of this corporation is:  
**Dennis J. Jaffe, 2442 Metrocentre Boulevard, West Palm Beach, Florida 33407**

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: **2442 Metrocentre Boulevard, West Palm Beach, Florida 33407.**

**ARTICLE VIII - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address is **2442 Metrocentre Boulevard West Palm Beach, Florida 33407.**

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**97 NOV 10 AM 9:52**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

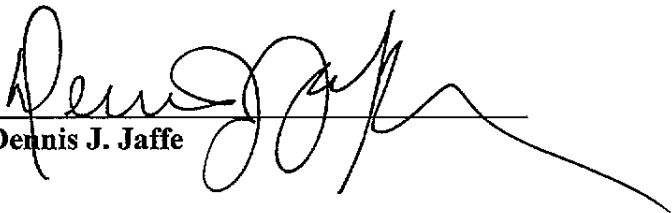
**ARTICLE IX - INCORPORATOR**

The name of the person(s) signing these Articles of Incorporation is: **Dennis J. Jaffe.**

**ARTICLE X - INDEMNIFICATION**

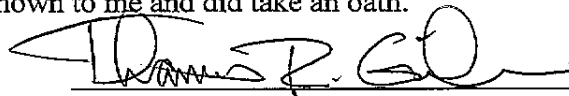
The corporation shall indemnify any person as recited in Florida Statute 607.014 to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 27th day of October, 1997.

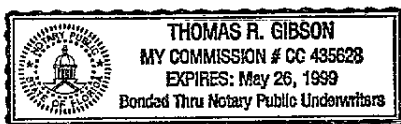
  
Dennis J. Jaffe

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of October, 1997, by **Dennis J. Jaffe**. He is personally known to me and did take an oath.

  
Notary Public/State of Florida

My Commission Expires:



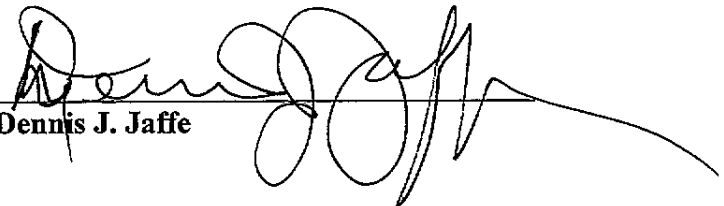
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT**  
**UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE FOLLOWING IS SUBMITTED:

That **NORTH CAPTIVA INVESTMENTS, INC.**, desiring to organize under the laws of the State of Florida, has named **DENNIS J. JAFFE, 2442 Metrocentre Boulevard, West Palm Beach, Florida 33407**, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

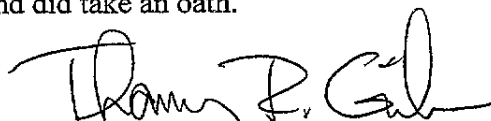
Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act to this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
**Dennis J. Jaffe**

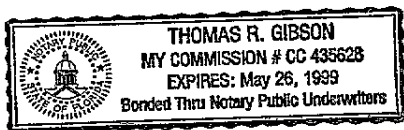
DATE: October 27, 1997

STATE OF FLORIDA:  
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this October 27, 1997, by **Dennis J. Jaffe**. He is personally known to me and did take an oath.

  
Notary Public/State of Florida

My Commission Expires:



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