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TX97 FLORIDA DIVISION OF CORPORATIONS
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((H97000019930 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: CAPITAL NETWORK OF AMERICA, CORP. AUDIT NUMBER (4).....H97000019930 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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97 DEC -3 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. GHESSER DEC 3 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is "Capital Network of America, Corp."

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation shall be:
6550 North Federal Highway, Suite 250-A
Fort Lauderdale, Florida 33308, and the mailing address
shall be the same.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 300,000 shares of \$0.01 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6550 North Federal Highway, Suite 250-A, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is Kirk J. Girrback, P.A., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the Directors are:

Anthony J. Ard
240 Southeast 28th Avenue
Pompano Beach, Florida 33062

Kirk J. Girrback
5931 Southwest 20th Street
Plantation, Florida 33317

PREPARED BY:
Law Office of Kirk J. Girrback, P.A.
2452 N.E. 13th Avenue
Fort Lauderdale, FL 33305
(954) 563-9300 FL BAR NO. 851541

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:
Kirk J. Girtbach
5931 Southwest 20th Street
Plantation, Florida 33317

ARTICLE VIII - DURATION

This corporation is to exist perpetually.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: December 2, 1997

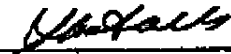
Capital Network of America, Corp.
by Kirk J. Girtbach, President


Kirk J. Girtbach

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2nd day of December, 1997 by Kirk J. Girtbach, who is personally known to me and who did take an oath.

 SHARON FALLS
COMMISSION # 00520368
EXPIRES DEC 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Sharon Falls
Notary Public,
State of Florida

#97 0000 15930

My Commission Expires:

Commission Number:

Certificate designating place of business or domicile for the services of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Capital Network of America, Corp., desiring to organize or qualify under the laws of the State of Florida, has named the Law Office of Kirk J. Girtbach, P.A., a Florida corporation, located at 6550 North Federal Highway, Suite 250, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.


Dated: December 2, 1997


Kirk J. Girtbach, Incorporator

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

Dated: December 2, 1997

Kirk J. Girtbach, P.A.
by Kirk J. Girtbach, President


Kirk J. Girtbach, P.A.
ALLAHASSEE, FLORIDA

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