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RICHARD D SABA, JR.

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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

NAME: SECOND CAPITAL FUNDING CORP.
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ARTICLES OF INCORPORATION
OF
SECOND CAPITAL FUNDING CORP.
A Florida Corporation

ARTICLE I - NAME

The name of this corporation is SECOND CAPITAL FUNDING CORP., a Florida corporation.

ARTICLE II - TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes Section 607.0203(1), the existence of the Corporation shall commence on the filing of these Articles with the Department of State. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

ARTICLE III - NATURE OF BUSINESS

This Corporation is organized for the following purposes:

- (a) To engage in any and all lawful business.

ARTICLE IV - POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.

PREPARED BY:
RICHARD D. SABA, ESQUIRE
2033 Main Street, Suite 303
Sarasota, Florida 34237
(941) 952-0990
Florida Bar No. 175810

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- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.

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- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be 2033 Main Street, Suite 303, Sarasota, Florida 34237.

ARTICLE VI - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00).

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 2033 Main Street, Suite 303, Sarasota, Florida 34237, and the name of the initial Registered Agent of this Corporation at that address is RICHARD D. SABA, ESQUIRE.

ARTICLE VIII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) Director and no more than five (5) Directors. The names and addresses of the initial Directors of this Corporation who shall serve until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
MAX ZENTNER	1245 Sherbrooke Street West Suite 1840 Montreal, Quebec Canada H3G 1G2
SAM G. CAPLAN	1245 Sherbrooke Street West Suite 1840 Montreal, Quebec Canada H3G 1G2

ARTICLE IX - SUBSCRIBER

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD D. SABA	2033 Main Street, Suite 303 Sarasota Florida 34237

ARTICLE X - SPECIAL PROVISIONS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

ARTICLE XII - MORTGAGE OR PLEDGE OF ASSETS

The mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of a corporation for the purpose of securing the payment or performance of any contract, note, bond or other obligation of the Corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as shall be authorized by the Shareholders.

ARTICLE XIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

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ARTICLE XIV - REMOVAL OF DIRECTORS

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 21st day of January, 1998.

Richard D. Saba
RICHARD D. SABA

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 21st day of January, 1998,
by RICHARD D. SABA, who is personally known to me.

Mary Ann Lozrau
Notary Public Signature
My commission expires:



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

Richard D. Saba
RICHARD D. SABA
Registered Agent

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