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Jim Scutti

February 26, 1998

Ms. Carolyn Batten, Document Specialist  
Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Paradigm Capital Corporation

400002436744--9  
-02/20/98-01096-021  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Ms. Batten:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. You have funds in the amount of \$122.50 which represent the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total:	\$122.50

EFFECTIVE DATE  
2-27-98

98 FEB -2 AM 10:37  
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me.  
A self-addressed envelope is enclosed for your convenience.

Your prompt attention to this matter would be appreciated.

Sincerely yours,

Jim Scutti

Jim Scutti  
For the Firm

JS/ig  
Encl.

cc: Mr. Lynn D. Rowntree

CB  
3-2-98

ARTICLES OF INCORPORATION  
OF  
PARADIGM CAPITAL CORPORATION

FILED  
98 MAR -2 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I - Name

The name of this corporation is Paradigm Capital Corporation

EFFECTIVE DATE  
2-27-98

Article II - Principal Office and Mailing Address

The principal office and mailing address of the corporation is 1515 N. Federal Highway, Suite 310, Boca Raton, Florida 33432.

Article III - Authorized Shares

The maximum number of shares of capital stock which the corporation shall have the authority to issue and have outstanding at any one time shall be 30,000,000, which are to be divided into two classes as follows:

(a) 20,000,000 shares of common stock having a par value of \$.001 per share; and

(b) 10,000,000 shares of preferred stock having a par value of \$.001 per share. The preferred stock may be issued from time to time, with such designations, preferences, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock adopted by the Board of Directors pursuant to the authority given in this paragraph.

Article IV - Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this corporation is Jack C. Morris, 1515 N. Federal Highway, Suite 310, Boca Raton, Florida 33432.

#### Article V - Incorporator

The name and address of the Incorporator is:

Jack C. Morris  
1515 N. Federal Highway, Suite 310  
Boca Raton, Florida 33432

#### Article VI - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be increased or decreased by the bylaws but shall never be less than one. The name and address of the initial directors are Robert J. Wussler, 7904 Sandalfoot Drive, Potomac, Maryland 20854-5448; Jack C. Morris, 1515 N. Federal Highway, Suite 310, Boca Raton, Florida 33432; and Lynn D. Rowntree, 1515 N. Federal Highway, Suite 310, Boca Raton, Florida 33432.

#### Article VII - Purpose

The purpose of this corporation is to transact any and all lawful business.

#### Article VIII - Bylaws

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

#### Article IX - Indemnification

The corporation shall indemnify its officers, directors and authorized agents or any former officer, director or authorized agent, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

#### Article X - Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901, Florida Statutes, the affiliated transactions provisions of the Florida Business Corporations Act.

Article XI - Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902, Florida Statutes, the control share acquisition provisions of the Florida Business Corporations Act.

Article XII - Amendment

The power to adopt, alter, amend or repeal the Articles of Incorporation shall be vested in the Board of Directors by a majority vote.

Article XIII - Effective Date

The corporation shall commence on the date of execution and acknowledgement of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of February 1998.

  
\_\_\_\_\_  
Jack C. Morris, Incorporator


**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Paradigm Capital Corporation.
2. The name and address of the registered agent is:

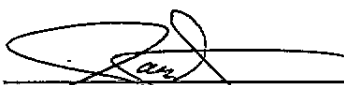
Jack C. Morris  
1515 N. Federal Highway, Suite 310  
Boca Raton, Florida 33432

**FILED**  
98 MAR -2 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Jack C. Morris, Incorporator

Date: February 27, 1998

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

  
\_\_\_\_\_  
Jack C. Morris, Registered Agent

Date: February 27, 1998