

LAW OFFICES OF
PETER C. BIANCHI, JR.
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 11 PM 2:58

P98000023117

March 9, 1998

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

800002453618--9
-03/11/98--01046--003
***122.50 ***122.50

Re: **Private Capital Asset Management Corporation**

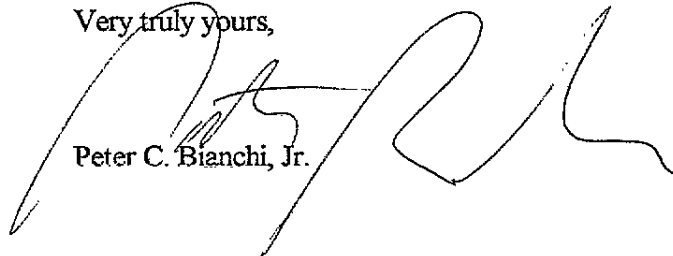
To Whom it may concern:

Enclosed for filing are Articles of Incorporation of the above-referenced corporation, together with our check 1582 in the amount of \$122.50 in payment of the filing fees, registered agent designation and certified copy. Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,

Peter C. Bianchi, Jr.



PP
03-11-98

ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS

OF

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Private Capital Asset Management Corporation

ARTICLE I: NAME

The name of this Corporation is:

Private Capital Asset Management Corporation

ARTICLE II: ADDRESS

The principal office and mailing address of the corporation shall be:

**115 Sunrise Drive, No. 2-B
Key Biscayne, Fl 33149**

ARTICLE III: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV: STOCK

The Corporation is authorized to issue **one hundred (100)** shares of common stock, par value of **one dollar (\$1.00)** per share.

ARTICLE V: REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered office of the corporation are:

PETER C. BIANCHI, JR.
255 University Drive
Coral Gables, FL. 33144

ARTICLE VI: PREFERRED SHARES/SPECIAL CLASS

To the extent allowed by law, this Corporation may issue a second class of stock, without voting rights, upon appropriate action(s) of the board of directors.

ARTICLE VII: PREEMPTIVE RIGHTS

The shareholders are entitled to preemptive rights.

ARTICLE VIII: DIRECTORS

The number of initial directors of the corporation is **ONE (1)**. The name and address of the initial director of the corporation is:

- 1. Margarida Coutinho**
115 Sunrise Drive, No. 2-B
Key Biscayne, Fl 33149

The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation.

ARTICLE IX: OFFICERS

The name and address of the initial officers of the corporation are:

Margarida Coutinho **PRESIDENT,**
SECRETARY and
TREASURER

115 Sunrise Drive, No. 2-B
Key Biscayne, Fl 33149

ARTICLE X: INCORPORATORS

The name and address of the Incorporator of the corporation is:

Margarida Coutinho
115 Sunrise Drive, No. 2-B
Key Biscayne, Fl 33149

ARTICLE XI: INDEMNIFICATION

The corporation agrees to indemnify its officers, directors, agents and employees to the fullest extent allowed by law for any and all actions within the scope of their authority and/or employment or agency.

