



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 747864 111023A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 122.50

ORDER DATE : March 19, 1998

ORDER TIME : 2:32 PM

ORDER NO. : 747864-005

CUSTOMER NO: 111023A

CUSTOMER: Richard Jagusztyn, Cpa
RICHARD JAGUSZTYN, CPA

Suite 200
701 East Commercial Boulevard
Ft. Lauderdale, FL 33334

300002462783--5

DOMESTIC FILING

NAME: ~~CAPITAL MANAGEMENT, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

2544-
W98-6215

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 PM 3:19

RECEIVED
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DIVISION OF CORPORATIONS

3/20/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CAPITAL MANAGEMENT, INC.
Ref. Number: W98000006215

FILED
SECRETARY OF STATE
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98 MAR 19 PM 3:19

ALL SUBMIT
Please give original
submission date as file date.

We have received your document for CAPITAL MANAGEMENT, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 498A00015068

RECEIVED
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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF
FINANCE & MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FINANCE & MANAGEMENT, INC.

The address of the principal office of this corporation shall be 701 East Commercial Boulevard, Suite 200, Ft. Lauderdale, Florida 33334, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Micheline Modiano Pres.	701 East Commercial Boulevard, Suite 200 Ft. Lauderdale, Florida 33334
Henri Modiano Vice Pres.	Same
Richard Jagusztyn Sec./Treas.	Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on March 19, 1998.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

GLS/jkg