

P980000030393

Lynn G. Kayne
5613 N.W. 39th Avenue
Boca Raton, Florida 33489

EFFECTIVE DATE
3/24/98

March 23, 1998

Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

RE: US CAPITAL GROUP, INC.

Dear Sirs:

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-03/30/98--01103--008
****122.50 ****122.50

Please find enclosed the following:

1. Articles of Incorporation executed in duplicate.
2. Check payable to the Secretary of State in the amount of \$122.50 representing \$35.00 for filing fee, \$35.00 for the registered agent designation and \$52.50 for a certified copy of Articles of Incorporation.

Please file the articles and return the certified copy to me.

Thank you for your assistance in this matter.

Sincerely,



Lynn G. Kayne

FILED
98 MAR 30 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 4/2/98

~~EFFECTIVE DATE~~

3-24-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

US CAPITAL GROUP, INC.

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of the Corporation is US CAPITAL GROUP, INC., and its principal office and mailing address is 5613 N.W. 39th Avenue, Boca Raton, Florida 33489.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE AND PERMITTED ACTIVITY

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Ten Thousand (10,000) shares of voting common stock with \$1.00 par value share.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 5613 N.W. 39th Avenue, Boca Raton, Florida 33489. The initial Registered Agent at that address is Lynn G. Kayne.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is: Lynn G. Kayne, 5613 N.W. 39th Avenue, Boca Raton, Florida 33489.

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim,

action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 24 day of March, 1998.

Lynn G. Kayne
LYNN G. KAYNE

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 24th day of March, 1998, by LYNN G. KAYNE, who is personally known to me or who has produced her Florida driver's license as identification and who did not take an oath.

Mirtha V. Kayne
Notary Public, State of Florida

My Commission Expires:

SPECIAL NOTARY SEAL
MIRTHA V KAYNE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC703853
MY COMMISSION EXP. JAN. 3, 2002

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as Registered Agent for US CAPITAL GROUP, INC.

Lynn G. Kayne
LYNN G. KAYNE

FILED
98 MAR 30 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA