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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AMERI-CAP FINANCE GROUP, INC.

AUDIT NUMBER.....H98000009014

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....6

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ARTICLES OF INCORPORATION

OF

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AMERI-CAP FINANCE GROUP, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

AMERI-CAP FINANCE GROUP, INC.

The mailing address for the Corporation is:

1100 Ponce de Leon Blvd., Coral Gables, Florida 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

THIS INSTRUMENT PREPARED BY:  
MAYNARD J. HELLMAN, ESQUIRE  
FLORIDA BAR NO. 137411  
1100 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134  
(305) 443-8282 - telephone  
(305) 443-2176 - fax

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ARTICLE IV  
CAPITAL STOCK

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The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of Common Stock, each share having .01 par value.

ARTICLE V  
INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI  
SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
MAYNARD J. HELLMAN	1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134	1

ARTICLE VII  
DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the

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provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified, is:

NAME

ROBERT D. PRESS

ADDRESS

1100 Ponce De Leon Boulevard  
Coral Gables, FL 33134

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ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

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ARTICLE XII

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INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

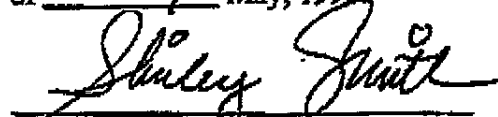
DATED this 13 day of May, 1998.

  
MAYNARD J. HELLMAN

STATE OF FLORIDA )  
                              )SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 13 day of May May, 1998.

  
Notary Public, State of  
Florida at Large

My Commission Expires:



SHIRLEY SMITH  
My Comm Exp. 5/20/99  
Bonded By Service Inc  
No. CC447822  
☒ Permanent Res. ☐ Other S.A.

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Date: 5/13/98

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 

MAYNARD J. HELLMAN

(Registered Agent)

Date: 5/13/98

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