



THE UNITED STATES
CORPORATION
COMPANY

P98000044423

ACCOUNT NO. : 072100000032

REFERENCE : 819001 165947A

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 70.00

ORDER DATE : May 14, 1998

ORDER TIME : 5:40 PM

ORDER NO. : 819001-005

CUSTOMER NO: 165947A

CUSTOMER: Mr. Fred Morgenstern
MR. FRED MORGENSTERN

Suite 407
4901 Northwest 17th Way
Fort Lauderdale, FL 33309

600002526416--3

DOMESTIC FILING

NAME: AMERICA'S FIDELITY CAPITAL
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 AM 9:12

FILED
DIVISION OF CORPORATIONS
98 MAY 15 4:11
18/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 AM 9:12

ARTICLES OF INCORPORATION
OF

AMERICA'S FIDELITY CAPITAL 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:

AMERICA'S FIDELITY CAPITAL MANAGEMENT, INC.

The address of the principal office of this corporation
shall be 4901 Northwest 17th Way, Suite 405, Fort Lauderdale,
Florida 33309, 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 1000 shares of common stock having no 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. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

David Morgenstern	4901 Northwest 17th Way, Suite 405, Ft. Lauderdale, Florida 33309
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

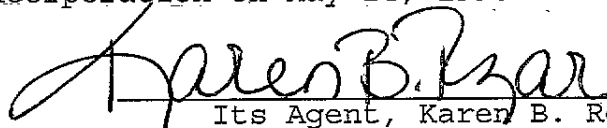
98 MAY 15 AM 9:12

ARTICLE VII. INCORPORATOR

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

Corporate Agents Inc.
1201 Hays Street
Tallahassee, Florida 32301

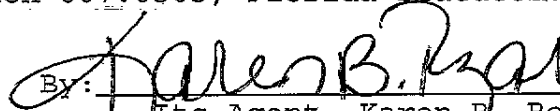
The undersigned incorporator has executed these
Articles of Incorporation on May 14, 1998.



Its Agent, Karen B. Rozar
Incorporator

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.

By: 

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

TFR/STACY L EARNEST