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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

FAX #: (850) 922-4001

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: UNITED CAPITAL CORP.
AUDIT NUMBER.....H98000009995
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 6
DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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ARTICLES OF INCORPORATION
OF

UNITED CAPITAL CORP.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I--NAME

The name of the corporation is UNITED CAPITAL CORP.
The principal office of the corporation is at 11767 South
Dixie Highway, Ste. 280, Miami, Florida 33156

ARTICLE II--DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III--PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV--STATED CAPITAL

The corporation is authorized to issue 1,000 shares of
One Dollars (\$1.00) per value common stock.

Each outstanding share, regardless of class, shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders.

Prepared By:
Michael P. Weisberg, Esq.
1840 Coral Way, 4th Floor
Miami, Florida 33145
(305) 854-0996

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The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V- BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors

Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose may be exercised and performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have (1) directors initially. The number of directors may hereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The name and street address of the initial Director who shall hold office until his successor who shall be chosen at the first meeting of the shareholders has qualified shall be:

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NAME

ADDRESS

GERARD P. MOZIAN

11767 So. Dixie Highway Suite 280
Miami, Florida 33156

ARTICLE VI-BY LAWS

The power to adopt, later, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII-INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation

NAME

ADDRESS

GERARD P. MOZIAN

11767 So. Dixie Highway Suite 280
Miami, Florida 33156

ARTICLE IX-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11767 So. Dixie -3-
Highway, Ste. 280
Miami, Fl. 33156

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and the name of the initial registered agent at that address is
GERARD P. MOZIAN.

IN WITNESS WHEREOF, the undersigned as incorporator do hereby
execute these Articles of Incorporation, this 28th day of
May, 1998.

[Signature] (SEAL)

____ (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly
authorized to administer oaths and take acknowledgments personally
appeared GERARD P. MOZIAN known to me and known by the
person who executed the foregoing Articles of Incorporation and
who acknowledged that he executed the same freely and voluntarily
and for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of May,
1998, at Miami, Dade County, Florida.

Nallive Casanova

My Commission Expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED;

FIRST THAT,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI,
STATE OF FLORIDA, HAS NAMED
LOCATED AT
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: *Morgan*

TITLE: INCORPORATOR

DATE: May 28, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: *Morgan*

REGISTERED AGENT

DATE: *May 28, 1998*

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