

P98000060395



ACCOUNT NO. : 072100000032

REFERENCE : 882195 4355031

AUTHORIZATION : *Patricia Pruitt*

COST LIMIT : \$ 122.50

ORDER DATE : July 7, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 882195-005

CUSTOMER NO: 4355031

CUSTOMER: Debra J. Pruitt, Legal Asst
BINGHAM DANA LLP

1200 19th Street, N.w.
Suite# 400
Washington, DC 20036

900002582899--8

DOMESTIC FILING

NAME: PRINCETON CAPITAL OF FLORIDA,
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: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -8 PM12:37

RECEIVED
98 JUL -8 AM11:21
DIVISION OF CORPORATION

Princeton Capital Corporation
2 Adalia Avenue, Ste 1007
Tampa, FL 33606

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -8 PM 12:37

To Whom It May Concern:

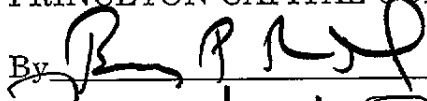
Re: Princeton Capital of Florida, Inc.

We, Princeton Capital Corporation, a Florida corporation, give the above named Princeton Capital of Florida, Inc. permission to use the name "Princeton Capital of Florida, Inc." in Florida.

Date: July 6, 1998

PRINCETON CAPITAL CORPORATION

By


Assistant Secretary

Name: Barry P. Rosenthal

Title: Assistant Secretary

ARTICLES OF INCORPORATION

OF

PRINCETON CAPITAL OF FLORIDA, INC.

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DIVISION OF CORPORATIONS
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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Princeton Capital of Florida, Inc.

SECOND: The street address, wherever located, of the principal office and/or mailing address of the Corporation is c/o Jeffrey R. Reider., 2 Adalia Avenue, Ste 1007, Tampa, FL 33606.

THIRD: The number of shares that the Corporation is authorized to issue is ONE THOUSAND (1,000) shares of Common Stock with a par value of ONE DOLLAR (\$1.00) per share, all of which shall be fully paid and non-assessable.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301

The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Debra J. Pruitt	1200 19th Street, N.W. Suite 400 Washington, D.C. 20036

SIXTH: The Corporation is organized for the following purposes: To carry on any business, occupation, undertaking or enterprise and to exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of the Florida Business Corporation Act, and it being the intention that the Corporation may conduct and transact any business lawfully authorized and not prohibited by Florida Statutes, Chapter 607.

SEVENTH: The Corporation shall have perpetual existence or shall exist until dissolved by operation of law.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: The business of the Corporation shall be conducted by a board of directors which shall consist of one or more members, the exact number of said board of directors to be fixed from time to time by the bylaws of the Corporation.

TENTH: The name and post office addresses of the initial board of directors, who shall hold office until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

DIRECTORS

ADDRESSES

Jeffrey R. Reider

2 Adalia Avenue
Ste 1007
Tampa, FL 33606

ELEVENTH: The name and address of the subscriber of these Articles of Incorporation and a statement of the number of shares of stock which it agrees to take are as follows:

NAME

Number of Shares

ADDRESS

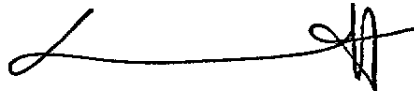
Jeffrey R. Reider

1,000

2 Adalia Avenue
Ste 1007
Tampa, FL 33606

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DIVISION OF CORPORATIONS
98 JUL -8 PM 12:37

The undersigned has executed these Articles of Incorporation this 6th day of July, 1998



Debra J. Pruitt
Incorporator

Having been named as registered agent and to accept service of process for the above-mentioned Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

Date: July 7th, 1998

By Renita Rutherford-Drake

Renita Rutherford-Drake
Name Asst. Secretary
Title