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TERESA98 FLORIDA DIVISION OF CORPORATIONS  
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((H98000013812 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735  
(850)561-1025

FAX #:

NAME: DELRAY CAPITAL CORP. AUDIT NUMBER.....H98000013812 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..  
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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**ARTICLES OF INCORPORATION  
OF  
DELRAY CAPITAL CORP.**

**ARTICLE I - NAME**

The name of the corporation shall be: Delray Capital Corp.  
Principal Address 18469 Bridlewood Circle  
Delray Beach, Fl. 33445

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value stock which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: Albert N. Proujansky, 11500 El Clair Ranch Road, Boynton Beach, FL 33437

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however,

Prepared by:  
Albert N. Proujansky  
11500 El Clair Ranch Road  
Boynton Beach, FL 33437  
(561) 737-5805

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there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Leonard E. Greenberg  
11500 El Clair Ranch Road  
Boynton Beach, FL 33437

Marvin Smollar  
16469 Bridlewood Circle  
Delray Beach, FL 33445

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:  
Albert N. Proujansky, 11500 El Clair Ranch Road, Boynton Beach, FL 33437.

#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to the reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of July, 1998.

  
Albert N. Proujansky

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Albert N. Proujansky, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22<sup>nd</sup> day of July, 1998.

  
Notary Public, State of Florida at Largo



JOAN C. KUEHN  
My Commission CC43216  
Expires Feb 18, 1999  
Bonded by NFNU  
0011224 0398

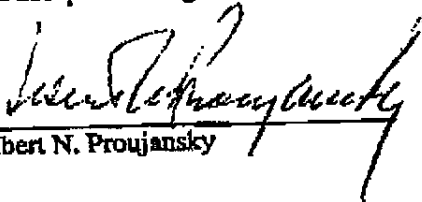
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF  
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

1. The name of the corporation is: Delray Capital Corp.
2. The name and address of the registered agent and office is:

Albert N. Proujansky  
11500 El Clair Ranch Road  
Boynton Beach, FL 33437

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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 a registered agent.

  
Albert N. Proujansky

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