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THOMAS R. OLSEN, P.A. FILED

A LAW FIRM OF PROFESSIONAL ASSOCIATIONS

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ROBERT A. SOLOMON, P.A.

ROBERT M. GRGURIC, P.A.

LEGAL ASSISTANT

MEG GRGURIC

S. LYNN CUMMINGS, P.A.

September 1, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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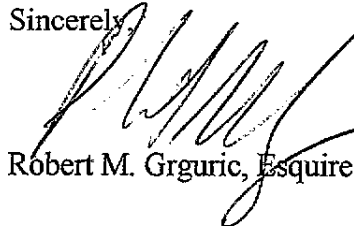
Re: L.D.M. Capital Group, Inc.

To Whom It May Concern:

Enclosed for filing please find the original Articles of Incorporation and Acceptance of Registered Agent relative to the above referenced corporation together with a check, in the amount of \$70.00 for the applicable filing fee.

Thank you for your assistance in this matter.

Sincerely,



Robert M. Grguric, Esquire

Enclosures as stated

P. Hall

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ARTICLES OF INCORPORATION

OF

L.D.M. CAPITAL GROUP, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

L.D.M. CAPITAL GROUP, INC.

The address of the principal office of this corporation shall be 2518 Edgewater Drive, Orlando, Florida, 32804, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States of America, 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 five hundred (500) shares of common stock having One Dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2518 Edgewater Drive, Suite 1, Orlando, Florida, 32804-4406, and the name of the initial registered agent of the corporation at that address is Robert M. Grguric, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one (1) officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

Pres./Dir.
Sec./Treas.

Andrew Kalicak
Mark F. Andrew
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ARTICLE VII. INCORPORATOR

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

Robert M. Grguric, Esquire
2518 Edgewater Drive, Suite 1
Orlando, Florida 32804-4406

ARTICLE VIII. 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 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

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in

the notice of any meeting at which a proposed amendment is considered.

2. A resolution for the adoption of a proposed amendment may be proposed by either the Board of Directors of the corporation or by the shareholders of the corporation. Directors and shareholders not present in person or by proxy at the meeting considering the amendment may express their approval, in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be by not less than two-thirds (2/3) of the entire membership of the Board of Directors, and by not less than two-thirds (2/3) of the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator of L.D.M. CAPITAL GROUP, INC.
has executed these Articles of Incorporation, on this 1 day of September, 1998.

By: 

Robert M. Grguric, Esquire
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

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ROBERT M. GRGURIC, having been designated as the Registered Agent of the above named corporation at the place designated in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0501, Florida Statutes.

By: 

Robert M. Grguric, Esquire
Registered Agent

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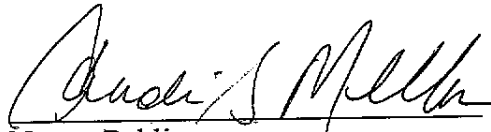
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared ROBERT M. GRGURIC, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument freely and voluntarily and for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3/14 day of Sept., 1998.



Notary Public

(SEAL)

CANDI S. MELLOW

Printed Notary Name

My Commission Expires:

