Dunkley Requestor's Name 717 Ponco d Rodress City State 461-4460	Associates e Lean Blvd. #310 5, FL 33143 C		98 SEP 22 PII 12: 16 SECRETARY OF STATE ALLAHASSEE FLORIDA		
CAPITAL RESORTS; FO			800002534788		
Profit		() Merger	PRECEIVE 98 SEP -9 AM 9:		
() NonProfit () Foreign	() Amendment () Dissolution	() Mark	2 7		
() Limited Partnership () Reinstatement	() Annual Report () Reservation		of Registered Agent		
() Certified Copy () Call When Ready () Walk In (() Photo Copies () Call if Problem Will Wait	() After 4:	30) Mail Out		
Name Availability Document Exeminer Appleter Verifier Acknowledgment			5-20544		

P. Verifier

CR2E031 (R8-85)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 9, 1998

EMPIRE

SUBJECT: CAPITAL RESORTS, INC.

Ref. Number: W98000020544

We have received your document for CAPITAL RESORTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

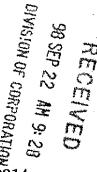
The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis Document Specialist Supervisor

Letter Number: 898A00045858



ARTICLES OF INCORPORATION

<u>OF</u>

CAPITAL RESORTS OF SOUTH FLORIDA, INC.

ARTICLE I - NAME

The name of the corporation is CAPITAL RESORTS OF SOUTH FLORIDA, INC.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

<u> ARTICLE III - PURPOSE</u>

This Corporation is organized to engage in any act or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every, shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata 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 OFFICE AND AGENTS

The street address of the initial registered office and principle place of business of this corporation is 9401 NW 106 St. # 108 Medley. Florida 33178 and the name of the initial registered agent of this corporation at that address is Lindsay Dunkley.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) director <u>initially</u>.

The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1). the name and address of the initial director of this corporation is:

NAME	ADDRESS		• . •
Faresh Miguel Atala	9401 NW	106 St.	# 108
(President)	Medley,	Florida	33178
James JClinton III (Vice President)	9401 NW	106 St.	# 108
	Medley,	Florida	331 <u>7</u> 8

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME : ADDRESS

Lindsay Dunkley 9401 NW 106 St. # 108 Medley, Florida 33178

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

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

Executed by the undersigned Incorporator this 04th, day of September 1998.

Lindsay Dunkley

STATE OF FLORIDA)
: SS
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this O4th day of September, 1998, by Lindsay Dunkley.

NOTARY PUBLIC State of Florida at Large

My Commission Expires:

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

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

QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LINDSAY DUNKLEY AT 9401 NW 106 ST. # 108 MEDLEY, FLORIDA 33178 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

LINDSAY DUNKLEY

TITLE:

INCORPORATOR

DATE:

SEPTEMBER 04, 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 ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

LINDSAY DUNKLEY

DATE: _ SEPTEMBER 04, 1998

98 SEP 22 PM 12: 16
SECRETARY OF STATE
TAIL AHASSEF FLORID.