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J. KELLY KENNEDY

CYNTHIA CROFOOT RIGNANESE

September 24, 1998

Honorable Sandra B. Mortham
Secretary of State
The Capitol
Tallahassee, Florida 32304

Re: Capital Products & Services, Inc.

Dear Ms. Mortham:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee.....	\$ 35.00
Certified Copy.....	52.50
Registered Agent Form.....	35.00
Total	\$122.50

Thank you for your cooperation in this matter.

Sincerely,

J. KELLY KENNEDY

JKK/bc

Enclosures

xc: Jesse Lopez

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98 SEP 28 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 29 1998

FILED

98 SEP 28 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAPITAL PRODUCTS & SERVICES, INC.**

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a professional corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **CAPITAL PRODUCTS & SERVICES, INC.** The mailing address is: 5875 Skokie Rd., Lake Wales, Florida 33853.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5875 Skokie Rd., Lake Wales, Florida 33853, and the name of the initial registered agent of this corporation at that address is **JESUS LOPEZ.**

ARTICLE V - INITIAL BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two. The names and

addresses of the members of the initial Board of Directors are:

JESUS LOPEZ
5875 Skokie Rd.
Lake Wales, Florida 33853

HARRY LEON
1603 Sunburst Way
Kissimmee, Florida 34744

ARTICLE VI - SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is JESUS LOPEZ, 5875 Skokie Rd., Lake Wales, Florida 33853.

The original Subscriber of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the transferees for the election of new directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this

24TH day of September, 1998.

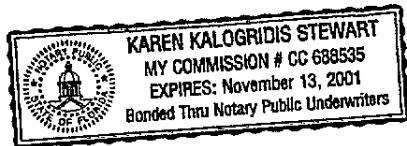



JESUS LOPEZ

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this
24TH day of September, 1998, by JESUS LOPEZ, who is personally
known to me, or has produced A FL DRIVER'S LICENSE
as identification.




Notary Public
Printed Name:
(Affix notary seal)

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

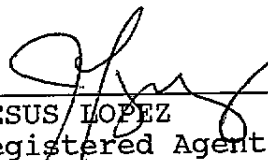
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First--That CAPITAL PRODUCTS & SERVICES, INC.
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of Incorporation
at City of Lake Wales, County of Polk,
State of Florida, has named JESUS LOPEZ
located at 5875 Skokie Rd., Lake Wales, Florida 33853
(Street address and number of building,
Post Office Box address not acceptable)
City of Lake Wales, County of Polk,
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT

(Must be signed by designated agent)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



JESUS LOPEZ
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA