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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 983695 7133928

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -5 PM 1:47

ORDER DATE : October 2, 1998

ORDER TIME : 9:14 AM

ORDER NO. : 983695-005

CUSTOMER NO: 7133928

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: George J. Straschnov, Esq  
GEORGE J. STRASCHNOV

27 Fletcher Avenue

Sarasota, FL 34237

DOMESTIC FILING

NAME: CAPITAL MARKETS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION**  
**OF**  
**CAPITAL MARKETS GROUP, INC.**

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The undersigned, a natural person competent to contract, acting as incorporator of CAPITAL MARKETS GROUP a corporation (hereinafter referred to as the "Corporation") under the provisions of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE 1. NAME**

- 1.1) Name. The name of the corporation shall be: **CAPITAL MARKETS GROUP, INC.**

**ARTICLE 2. NATURE OF BUSINESS**

- 2.1) Nature of Business. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE 3. CAPITAL STOCK**

- 3.1) Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is TEN MILLION (10,000,000) shares of Common Stock, having a par value of \$0.01 per share.

- 3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he

has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payment of Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed or the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders of the Common Stock, from time to time shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

#### **ARTICLE 4. PERIOD OF DURATION**

4.1) Period of Duration. The period of duration of the Corporation is perpetual.

#### **ARTICLE 5. REGISTERED AGENT AND ADDRESS**

5.1) The principal office and the mailing address of the corporation shall be 250 Bearded Oaks Drive, Suite A, Sarasota, Florida 34232. The Board of Directors may, from time to time, move the principal office to any other address in Florida, upon giving notice, if required, to the Florida Secretary of State.

5.2) Registered Agent. The Registered Agent of the corporation shall be Steven A. King, 250

Bearded Oaks Drive, Sarasota, FL 34237.

#### **ARTICLE 6. DATA RESPECTING DIRECTORS**

6.1) Initial Board of Directors. The initial Board of Directors shall consist of one (1) member.

The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The names and addresses of the members of the initial Director who shall serve until the first annual meeting of stockholders or until their successors shall have been elected and qualified is:

Steven King, 250 Bearded Oaks Drive, Suite A, Sarasota, FL 34232

#### **ARTICLE 7. INCORPORATOR**

7.1) Incorporator. The name and address of the incorporator signing these Articles of Incorporation is: Steven A. King, 250 Bearded Oaks Drive, Sarasota FL 34232.

#### **ARTICLE 8. PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION**

8.1) Bylaws. The Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation..

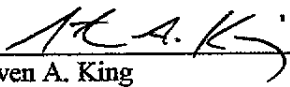
#### **ARTICLE 9. AMENDMENTS**

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any other

amendment hereto, subject to this reservation.

**ARTICLE 10. BEGINNING OF CORPORATE EXISTENCE**

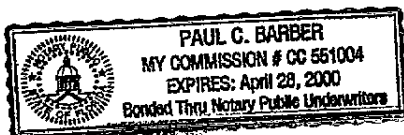
10.1) Beginning of Corporate Existence. Corporate existence shall begin on the same date these Articles are received by the Secretary of State.

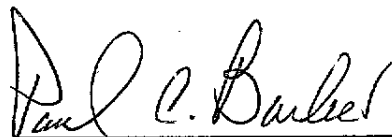
  
\_\_\_\_\_  
Steven A. King

STATE OF FLORIDA  
COUNTY OF SARASOTA

I hereby certify that on this day, before me, personally appeared Steven A. King, who is personally know by me and who executed the foregoing instrument and acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid, this 23 day of September, 1998.



  
\_\_\_\_\_  
Notary Public  
Print Name: PAUL C. BARBER  
My Commission Expires: \_\_\_\_\_

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

**CAPITAL MARKETS GROUP, INC.**

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


First, that CAPITAL MARKETS GROUP, INC., desiring to organize under the laws of the State  
of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Sarasota,  
State of Florida, has named Steven King, located at 250 Bearded Oaks Drive, Sarasota, Florida, 34232 its  
agent to accept service of process within this state.

  
Incorporator

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**ACKNOWLEDGMENT:**

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

  
Steven A. King