

LAW OFFICES OF  
RANDY A. FLEISCHER, P.A.

10000 Stirling Rd.  
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October 6, 1998

**P98000086979**

Florida Department of State  
Division of Corporations  
P.o. Box 6327  
Tallahassee, FL 32314

700002660297--2  
-10/09/98-01048-013  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Palm Beach Capital Holdings, Inc.

Dear Sir:

Enclosed herewith please find our check payable to your order in the amount shown below and the original and one (1) copy of the Articles of Incorporation. The funds enclosed are as follows:

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	<u>35.00</u>
Total:	\$122.50

Please file same and return the certified copy of the Articles of Incorporation to this office at your earliest convenience.

Very truly yours,

  
Randy A. Fleischer, Esq.

Enclosures

FILED  
98 OCT -9 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

**F. SMITH OCT 12 1998**

**ARTICLES OF INCORPORATION**  
**OF**  
**PALM BEACH CAPITAL HOLDINGS, INC.**

FILED  
98 OCT -9 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**

**CORPORATE NAME**

The name of the corporation is: PALM BEACH CAPITAL HOLDINGS, INC.

**ARTICLE II.**

**CORPORATE OFFICE**

The address of the principal office of the corporation is unknown and the mailing address of the corporation is: 11595 Puerto Blvd. Boynton Beach Florida 33437.

**ARTICLE III.**

**CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500	\$ 1.00	Common

**ARTICLE IV.**

**PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as to that which he already holds, 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 V.**

**INITIAL REGISTERED AGENT  
AND INITIAL REGISTERED OFFICE**

The corporation's initial Registered Agent and Registered office in the State of Florida are:

INITIAL REGISTERED AGENT: LAW OFFICE OF RANDY A. FLEISCHER, P.A.,

INITIAL REGISTERED OFFICE: 10000 Stirling Rd.  
Suite 1  
Cooper City Florida 33024

**ARTICLE VI.**

**INCORPORATOR**

The name and address of each Incorporator executing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John O'Mara	11595 Puerto Blvd. Boynton Beach Fl 33437

**ARTICLE VII.**

**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE VIII.**

**INDEMNIFICATION**

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

**ARTICLE IX.**

**AMENDMENTS**

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

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 6th day of October, 1998.

  
\_\_\_\_\_  
SUBSCRIBER

STATE OF FLORIDA     )  
                              :SS.  
COUNTY OF BROWARD (

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared John O'Mara who is personally known and who did (did not) take an oath, who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 6th day of October, 1998.

  
\_\_\_\_\_  
Notary Public State of Florida  
at Large

My commission expires:



Randy A. Fleischer  
MY COMMISSION # CC672015 EXPIRES  
October 13, 2001  
BONDED THRU TROY FAIN INSURANCE, INC

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

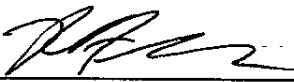
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That PALM BEACH CAPITAL HOLDINGS, INC.  
(Name of Corporation)  
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 Boynton Beach, County of Palm Beach, State of Florida has named Law Offices of Randy A. Fleischer, P.A.  
(Registered Agent)  
located at 10000 Stirling Rd. Suite 1,  
(Street Address and number of building,  
Post Office Box address not acceptable)

City of Cooper City, County of Broward,  
(City) (County)  
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state 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.

By   
Signature  
(resident agent)

FILED  
98 OCT -9 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FL (R01)