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Transmittal Letter

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 10:09

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

500002671105--6
-10/23/98-01053-019
*****78.50 *****78.50

Subject: Clayton, Dunning Capital Partners Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.50 for the designation of the registered agent and the filing fee.

Thank you.

Robert C. Lau

Robert C. Lau
2901 South Bayshore Drive, #1E
Miami, FL 33133

Telephone: 305-445-8776

10-26
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**Articles of Incorporation
of
Clayton, Dunning Capital Partners Inc.**

The undersigned incorporator, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

Name

The name of the Corporation is Clayton, Dunning Capital Partners Inc.

ARTICLE II

Purposes

The general purpose or purposes for which this corporation is initially organized shall include the transaction of any and all lawful purposes for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III

Principal Office

The principal place of business and mailing address of this corporation shall be 2901 South Bayshore Drive, #1E, Miami, FL 33133.

ARTICLE IV

Shares

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of common stock, \$.001 par value.

ARTICLE V

Initial Registered Agent and Street Address

The name and address of the initial registered agent is Robert C. Lau, 2901 South Bayshore Drive, #1E, Miami, FL 33133.

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ARTICLE VI

Initial Officers and Directors

The following shall constitute the initial Board of Directors of the Corporation:

NAME	TITLE	ADDRESS
Robert C. Lau	Director	2901 South Bayshore Drive, #1E, Miami, FL 33133
C. Ronald S. Gray	Director	668 Veterans Memorial Highway, #2C Hauppauge, NY 11788


ARTICLE VII

Incorporator

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

NAME	ADDRESS
Robert C. Lau	2901 South Bayshore Drive, #1E, Miami, FL 33133

The undersigned incorporator has executed these Articles of Incorporation on October 18, 1998.



Robert C. Lau, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Clayton, Dunning Capital Partners Inc.
2. The name and address of the registered agent and office is:

Robert C. Lau
2901 South Bayshore Drive, #1E
Miami, FL 33133

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



ROBERT C. LAU, REGISTERED AGENT

October 18, 1998

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