

10/27/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

EFFECTIVE DATE

10/27/98

ACCT#: 072450003255

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NAME: AMERI-CAP FACTORS GROUP, INC.
AUDIT NUMBER.....H98000019972

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 27, 1998

EMPIRE

SUBJECT: AMERI-CAP FACTORS GROUP, INC.
REF: W98000024383

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE NAME OF THE CORPORATION MUST BE CONSISTENT. PLEASE CORRECT THE CORPORATIONS NAME IN ARTICLE I

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

FAX Aud. #: H98000019972
Letter Number: 498A00052787

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EFFECTIVE DATE

10/27/98

ARTICLES OF INCORPORATION

OF

AMERI-CAP FACTORS GROUP, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

AMERI-CAP FACTORS GROUP, INC.

The mailing address for the Corporation is:

1100 Ponce de Leon Blvd., Coral Gables, Florida 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
1100 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
(305) 443-4282 - telephone
(305) 443-2176 - fax

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of Common Stock, each share having \$0.001 par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Robert D. Press	1100 Ponce de Leon Blvd. Coral Gables, FL 33134	1

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

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ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified, is:

NAME

ADDRESS

Robert D. Press

1100 Ponce De Leon Boulevard
Coral Gables, FL 33134

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

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 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 XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation

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INDEMNIFICATION

DATED this 27th day of October, 1998.

ROBERT D. PRESS

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade
County, Florida, this 27th day of October, 1998.

My Commission Expires:



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AMERI-CAP FACTORS GROUP, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS

_____ MAY BE SERVED _____

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

FIRST, THAT AMERI-CAP FACTORS GROUP, INC. IS DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED
MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE LEON BOULEVARD, CORAL
GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

Signature: Robert D. Press

ROBERT D. PRESS

Title: SubscriberDate: 10/27/98

Having been named to accept services 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: Maynard J. HellmanMAYNARD J. HELLMAN
(Registered Agent)Date: 10/27/98

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TALLAHASSEE, FLORIDA

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