

**BROAD AND CASSEL**  
ATTORNEYS AT LAW

BOCA RATON · FT. LAUDERDALE · MIAMI · ORLANDO · TALLAHASSEE · TAMPA · WEST PALM BEACH

390 NORTH ORANGE AVENUE  
SUITE 1100  
ORLANDO, FLORIDA 32801  
PO BOX 4961 (32802-4961)  
TEL: (407) 839-4200  
FAX: (407) 425-8377

Reply to:  
DOUGLAS E. STARCHER, P.A.  
DIRECT LINE: (407) 839-4208  
DIRECT FAX: (407) 650-0943  
INTERNET: dstarche@broadandcassel.com

November 9, 1998

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

Re: Capital First Financial Co.  
Our File No. 23235-0001

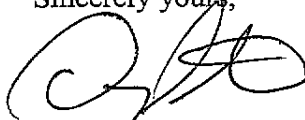
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation for Capital First Financial Co., together with our check in the amount of \$70.00 payable to the Florida Secretary of State to cover the filing fee. Please acknowledge receipt of the enclosed Articles of Incorporation by date stamping the copy of the Articles and returning the copy to me in the stamped, self-addressed envelope enclosed for your convenience.

Thank you for your attention to this matter. If you have any questions or comments, please contact me.

Sincerely yours,



Douglas E. Starcher, P.A.

DES:gb

Encs.

FILED  
98 NOV 12 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

11-17-98 @ 10:15am  
Name o.k. please file  
D. Callaway  
798-38535  
Capital First Financing Corp.  
DeRay, FL  
NOV 17 1998

**ARTICLES OF INCORPORATION  
OF  
CAPITAL FIRST FINANCIAL CO.**

**FILED**  
98 NOV 12 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of the Corporation shall be:

Capital First Financial Co. (the "Corporation").

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of the Corporation is 995 North S.R. 434, Suite 2728, Altamonte Springs, Florida 32714.

**ARTICLE III - Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, the Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE IV - Capital Stock**

A. The authorized capital stock of the Corporation and the maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

## ARTICLE V - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

## ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 995 North S.R. 434, Suite 2728, Altamonte Springs, Florida 32714 and the name of the initial registered agent of the Corporation at that address is Tracy Clarke.

## ARTICLE VII - Directors

A. The initial number of Directors of the Corporation shall be two (2).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of the Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of the Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Mark W. Clarke	995 North S.R. 434, Suite 2728 Altamonte Springs, Florida 32714
Tracy Clarke	995 North S.R. 434, Suite 2728 Altamonte Springs, Florida 32714

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of the Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator[s]

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

Name

Street Address

Mark W. Clarke

995 North S.R. 434, Suite 2728  
Altamonte Springs, Florida 32714

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws


The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1 day of November, 1998.

  
Mark W. Clarke

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Capital First Financial Co.

  
Tracy Clarke

**FILED**  
98 NOV 12 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA