

11/25/98

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VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

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*****78.75 *****78.75

CORPORATION(S) NAME

CAP MANAGEMENT, INC.

RECEIVED
98 NOV 30 AM 8:52
DIVISION OF CORPORATION

98 NOV 30 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name	
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Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
CAP MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: CAP Management, Inc.

ARTICLE II - ADDRESS

The address of the principal office is: 6574 North State Road Seven, Suite 115, Coconut Creek, FL 33073-3617.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - PURPOSE

The corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 500 all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE VI - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VII - REGISTERED OFFICE

The street address of the initial registered office of the corporation is 6574 North State Road Seven, Suite 115, Coconut Creek, FL 33073-3617 and the name of the registered agent is Charles J. DiPardo.

ARTICLE VIII - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Charles J. DiPardo, 6574 North State Road Seven, Suite 115, Coconut Creek, FL 33073-3617.

ARTICLE X - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of filing of the Articles of Incorporation.



Charles J. DiPardo

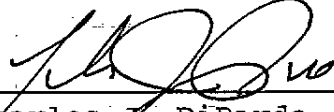
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision 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 CAP Management, Inc.
- 2) The name and address of the registered agent and office is Charles J. DiPardo, 6574 North State Road Seven, Suite 115, Coconut Creek, FL 33073-3617.

Date: 11-25-98

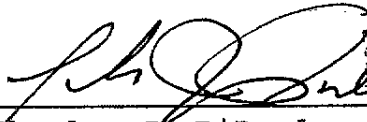

Charles J. DiPardo
Registered Agent

ACCEPTANCE

Having been named as Registered Agent and 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 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.

The principal place of business is located at 6574 North State Road Seven, Suite 115, Coconut Creek, FL 33073-3617.

Date: 11-25-98


Charles J. DiPardo
Registered Agent

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