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ADMITTED IN FLORIDA AND IN THE
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TRANSMITTAL LETTER

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

SUBJECT: CAPITAL GROWTH PARTNERS (FLORIDA), CORP.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
For:

≤ \$70.00
Filing Fee

≤ \$78.75
Filing Fee
& Certificate

≤ \$122.50 Filing Fee & Certified Copy	≤ \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required	

FROM: Karin L. Matos
Name (printed or typed)

100 N. Biscayne Blvd., 21st Fl.
Address

Miami, FL 33132-2304
City, State & Zip

(305) 377-3561
Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:20

RECEIVED

LLD

3 1998

ARTICLES OF INCORPORATION
OF
CAPITAL GROWTH PARTNERS (FLORIDA), CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:20

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAPITAL GROWTH PARTNERS (FLORIDA), CORP.

The principal place of business of this corporation shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132-2306.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 100 N.

Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is
Karin L. Matos.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one director, initially. The name and street address of the
initial member of the Board of Directors is:

RADIM KIEZLER
C/O Baur, Woodbridge, Reus & Klein, P.A.
21st Floor New World Tower
100 N. Biscayne Blvd.
Miami, FL 33132-2306

ARTICLE VII. INCORPORATOR

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

Karin L. Matos
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles for the uses and purposes therein stated.




Karin L. Matos
Incorporator

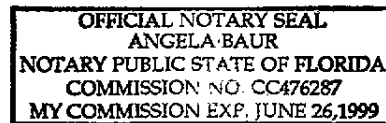
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 27th day of November, 1998, personally appeared Karin L. Matos, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public

My commission expires:



CAPITAL GROWTH PARTNERS (FLORIDA), CORP.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, KARIN L. MATOS, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 20th day of November, 1998.


Karin L. Matos

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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