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Reply to: Miami Office

December 4, 1998

Florida Department of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32301

FEDERAL EXPRESS

Re: Articles of Incorporation  
Capas Management Corp.

200002704722-2  
-12/07/98--01108-018  
\*\*\*131.25 \*\*\*\*87.50

Gentlemen:

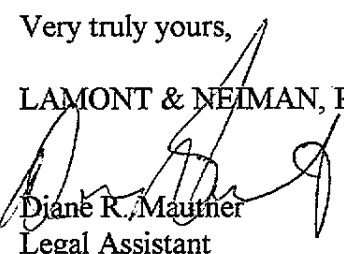
Enclosed, please find Articles of Incorporation, in duplicate, for Capas Management Corp., together with our cost check of \$131.25.

Please forward the Certified Copy of the Articles and the Certificate to us in the pre-addressed stamped envelope enclosed.

Should you have any questions, please contact us.

Very truly yours,

LAMONT & NEIMAN, P.A.

  
Diane R. Maurer  
Legal Assistant  
enc.

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**FILED**  
98 DEC -7 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**CAPAS MANAGEMENT CORP.**

**a Florida Corporation**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

**CAPAS MANAGEMENT CORP.**

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV  
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V  
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

**ARTICLE VI**

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: LAMONT & NEIMAN, P.A.

INITIAL REGISTERED OFFICE: One Biscayne Tower  
Suite 3550  
Two South Biscayne Boulevard  
Miami, Florida 33131

**FILED**  
98 DEC -7 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

LAMONT & NEIMAN, P.A.

By: \_\_\_\_\_

Jan S. Neiman, Secretary

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**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1) The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE VIII  
INITIAL DIRECTORS**

The name and address of the initial member of the Board of Directors are:

Dante Capas  
512 Front Street  
Key West, Florida 33040

**ARTICLE IX  
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X  
PRINCIPAL OFFICE**

The principal office of the corporation is:

512 Front Street  
Key West, Florida 33040

**ARTICLE XI  
MAILING ADDRESS**

The mailing address of the corporation is:

512 Front Street  
Key West, Florida 33040

**ARTICLES XII  
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII  
INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

Jan S. Neiman  
One Biscayne Tower, #3550  
Two South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE XIV  
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, I, the Incorporator, have executed these Articles of Incorporation this 3 day of December, 1998.

  
\_\_\_\_\_  
Jan S. Neiman  
Incorporator