

Presley & Ranieri, P.A.

Attorneys-at-Law

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4901 N.W. 17th Way
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P98000103314

December 8, 1998

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

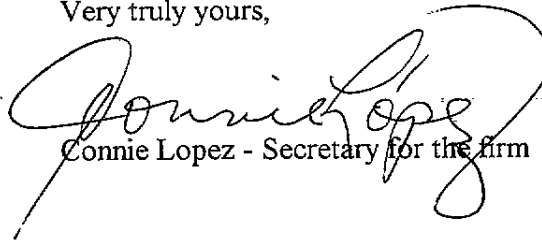
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*****78.75 *****78.75

Re: Calusa Capital Holdings, Inc.

Dear Sir/Madam:

I enclose herein the originals Articles of Corporation with regard to the above referenced Corporation. Kindly, file the original and return a Certificate of Filing directly to our office in the provided self-addressed envelope. In addition, enclosed is a check for seventy-eight dollars and seventy five cents (\$78.75) for the filing fee.

Very truly yours,


Connie Lopez - Secretary for the firm

Enclosures

P. Hall

DEC 11 1998

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FILED
98 DEC 10 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CALUSA CAPITAL HOLDINGS, INC.

FILED
98 DEC 10 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CALUSA CAPITAL HOLDINGS, INC.

The address of the principal office of this corporation shall be 2455 East Sunrise Boulevard, Suite 315, Fort Lauderdale, Florida, and the mailing address of the corporation shall be the same.

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 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 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4901 N.W. 17th Way, Suite 505, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of the corporation at that address is Presley & Ranieri, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have one director initially. The name and address of the initial member of the Board of Directors is:

Cynthia J. Presley, President	2455 East Sunrise Boulevard Suite 315 Fort Lauderdale, Florida
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ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Cynthia J. Presley, President	2455 East Sunrise Boulevard Suite 315 Fort Lauderdale, Florida
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ARTICLE VIII. INCORPORATOR

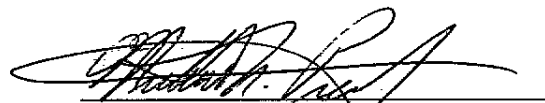
The name and street address of the incorporator to these Articles of Incorporation:

Cynthia J. Presley, President
2455 East Sunrise Boulevard
Suite 315
Fort Lauderdale, Florida

FILED
98 DEC 10 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned agent of Presley & Ranieri, P.A., has hereunto set their hand and seal of Presley & Ranieri, P.A., on December 8, 1998.

Presley & Ranieri, P.A.,



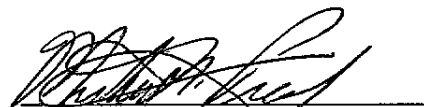
By: Michael R. Presley, Esq.
Presley & Ranieri, P.A.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Presley & Ranieri, P.A., a Florida Professional Corporation, authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Presley & Ranieri, P.A.



By: Michael R. Presley, Esq.
Presley & Ranieri, P.A.