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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CAPITAL INVESTMENTS ADVISOS, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 27, 1999

EMPIRE

SUBJECT: CAPITAL INVESTMENT ADVISORS, INC.
REF: W99000002100

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Naysa Culligan
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

- OF -

CAPITAL INVESTMENT ADVISORS, INC.

ARTICLE I - NAME

The name of this corporation is

CAPITAL INVESTMENT ADVISORS, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1000 N.W. 1st Avenue, Suite 20, Boca Raton, FL 33432 and the name of the initial registered agent of this corporation at that address is: Gary N. Mansfield, Esq.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall 1000 N.W. 1st Avenue, Suite 20, Boca Raton, FL 33432.

Prepared by: Gary N. Mansfield
20191 E. Country Club #1502
Aventura, FL 33180
FBN-61913 (305)692-1950

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Gary N. Mansfield
20191 East Country Club Drive
Aventura, FL 33180

Seth A. Elliott
138 East 38th Street, #5A
New York, New York 10016

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Gary N. Mansfield

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws be vested in the Board of Directors.

ARTICLE X - POWERS

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

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

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

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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, CAPITAL INVESTMENT ADVISORS, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Ft Lauderdale, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.


Gary N. Mansfield
Registered Agent

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of January, 1999.

Gary N. Mansfield
 Gary N. Mansfield

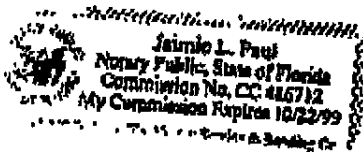
STATE OF FLORIDA)
) ss:
 COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Gary Mansfield to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 27 day of January, 1999.

Jaimie L. Paul
 NOTARY PUBLIC

My Commission Expires:



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