

LAW OFFICES OF CHRIS CADENHEAD
Attorney at Law

420 East Pine Avenue
P.O. Box 727
Crestview, Florida 32536
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February 4, 1999

Secretary of State
Corporation Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

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-02/08/99--01063--014
****122.50 ****78.75

RE: UNITED CAPITAL GROUP OF FLORIDA, INC.

Enclosed please find an original and photocopy of the Articles of Incorporation and Certificate Designating Place of Business for the above referenced corporation. In addition, enclosed is a check in the amount of \$122.50 for the filing costs.

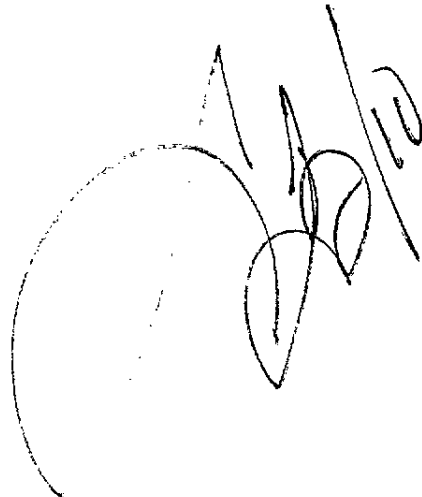
Please file the original of the Articles and return a certified copy of the same to our address.

Should you require additional information please do not hesitate to contact me.

Thank you,

Cindy Hughes
Legal Assistant to
CHRIS CADENHEAD
/ch

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99 FEB -8 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION

of

UNITED CAPITAL GROUP OF FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - Name. The name of the corporation is **UNITED CAPITAL GROUP OF FLORIDA, INC.**

ARTICLE II - Corporate Purpose and Powers. This corporation is initially organized for the transaction of any and all lawful business for which corporations may be incorporated under Section 607.0302 of the Florida Statutes.

This corporation shall have all corporate powers enumerated in said Section 607.0302.

ARTICLE III - Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

Stock shall be issued under Section 1244 of the Internal Revenue Code. The shareholders shall have preemptive rights pursuant to Section 607.0630, F.S. The transfer of shares of the corporation by its shareholders may be restricted in the manner allowed under Section 607.0627, F.S.

ARTICLE IV. Initial Capital. The amount of capital with which the corporation will begin business shall not be less than \$500.00.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

ARTICLE V. Duration. The corporation shall have perpetual existence.

ARTICLE VI - Initial Registered Office and Agent.

The address of the principal office of this corporation in this state is Acclaim Corporate Plaza, Suite C-137, 155 Crystal Beach Drive, Destin, Florida 32541. The street address of the initial registered office of this corporation is Acclaim Corporate Plaza, Suite C-137, 155 Crystal Beach Drive, Destin, Florida 32541 and the mailing address is the same; the initial registered agent at that address shall be **CHRIS CADENHEAD**.

ARTICLE VII - Management by Shareholders. The corporation, pursuant to the authority vested in Sections 607.0202, F.S. and 607.0206, F.S., shall be managed by its stockholders rather than a board of directors, and the stockholders shall adopt the By Laws and elect the officers. The initial stockholders in the corporation and who shall initially manage the business and who shall have the right to act without a meeting pursuant to 607.0704, F.S. are:

RICHARD LIPTON

The initial Officer(s) of this corporation shall be as follows: Mailing Addresses

RICHARD LIPTON - President
Acclaim Corporate Plaza
Suite C-137
155 Crystal Beach Drive
Destin, Florida 32541

CHRIS CADENHEAD - Secretary
Acclaim Corporate Plaza
Suite C-137
155 Crystal Beach Drive
Destin, Florida 32541

ARTICLE VIII - Subscribers. The names and addresses of the person signing these

Articles is:

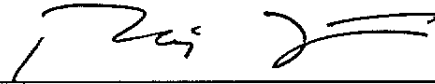
RICHARD LIPTON
Acclaim Corporate Plaza
Suite C-137
155 Crystal Beach Drive
Destin, Florida 32541

ARTICLE IX - By-laws. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the shareholders.

ARTICLE X - Amendment. These Articles may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon.

ARTICLE XI - Dissolution. The corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned, subscriber of this corporation, have executed these articles of incorporation at Destin, Florida on the 4th day of February, 1999.



RICHARD LIPTON
Subscriber

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **RICHARD LIPTON** and is the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 24th
day of February, 1999.

Cynthia F. Hughes

NOTARY PUBLIC
My Commission Expires:



Cynthia F. Hughes
MY COMMISSION # CC623527 EXPIRES
March 16, 2001
BONDED THRU TROY FAHN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
and
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Act.

That **UNITED CAPITAL GROUP OF FLORIDA, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Destin, Okaloosa County, Florida, hereby names:

RICHARD LIPTON
Acclaim Corporate Plaza
Suite C-137
155 Crystal Beach Drive
Destin, Florida 32541


as its agent to accept service of process within the State of Florida. The registered office of the corporation is the principal office of the business, to wit:

Acclaim Corporate Plaza
Suite C-137
155 Crystal Beach Drive
Destin, Florida 32541

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to accept service of process within the State of Florida.

Having been named as resident agent to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Dated this 14th day of February, 1999.


CHRIS CADENHEAD
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared CHRIS CADENHEAD, as Registered Agent and is the individual described in and who executed the foregoing designation of registered agent and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 14th day of February, 1999.


NOTARY PUBLIC
My Commission Expires
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Cynthia F. Hughes
MY COMMISSION # 00823527 EXPIRES
March 16, 2001
BONDED THRU TROY FARM INSURANCE, INC.
99 FEB - 8 PM 3:55
FILED