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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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## FLORIDA PROFIT CORPORATION OR P.A.

american capital management services, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

AMERICAN CAPITAL MANAGEMENT SERVICES, INC.

ARTICLE I. NAME

The name of the corporation shall be AMERICAN CAPITAL MANAGEMENT SERVICES, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized to engage in all business acts authorized under the laws of the State of Florida, and to do any and all acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 1602 Alton Road, Suite 447, Miami Beach, FL 33139. The name of the initial registered agent of this corporation at that address is BRENT STARR.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time according to the ByLaws. The name and address of the initial Directors of the corporation are MICHAEL KAHL and MARCEL HUBER of 1602 Alton Road,

Edward de R. Cayia, P.A.

Attorney At Law

432 N.E. Third Avenue

Fort Lauderdale, Florida 33301

Florida Bar No. 369421

954/765-1400

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Suite 447, Miami Beach, FL 33139.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: BRENT STARR of 1602 Alton Road, Suite 447, Miami Beach, FL 33139.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

Sixty six percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented and entitled to vote at the meeting shall be the act of the shareholders.

ARTICLE XI. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the Board of Directors of the corporation.

ARTICLE XII. DIRECTORS' TERMS

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

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Two (2) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XIV. INDEMNIFICATION

This corporation shall indemnify all current or former officers or Directors to the full extent permitted by law.

ARTICLE XV. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 17, 1999.

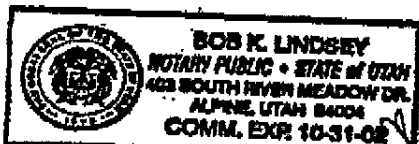
X Brent Starr  
BRENT STARR, Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 17 day of February, 1999, by BRENT STARR, who identified himself by BRENT STARR, who did not take an oath.

My Commission Expires: 10/31/02 Bob K. Lindsey  
Notary Public - State of ~~Florida~~  
UTAH

The undersigned, having been named as Registered Agent to accept Service of Process for AMERICAN CAPITAL MANAGEMENT SERVICES, INC., 1602 Alton Road, Suite 447, Miami Beach, FL 33139, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.



X Brent Starr  
BRENT STARR, Reg. Agent

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