000018764 Department of State Division of Corporations 409 E. Oaines Street P.O. Box 6327 Tallahassee, FL 32399 Tallahassee, FL 32314 Bristo/Capital, Inc. (Proposed corporate name-must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for: \$70.00 **□** \$78.75 □\$78.75 **3** \$87.50 Filing Fee Filing Fee Filing Fee Filing Fee. & Certificate of Status & Certified Copy Certified Copy & Certificate of ADDITIONAL COPY REQUI Randall Prout FROM: 310-457-3236 Daytime Telephone number

SUBJECT:

Please find enclosed an airbill so the fited Articles can be returned right away. Thank You.

NOTE: Please provide the original and one copy of the articles.

*****87.50 *****87.50

Articles of Incorporation

OS EES 25 PM 2:27 The Undersigned Incorporator hereby adopts the following Articles for the purpose of forming a corporation under the Florida Business Corporation Act.

Article_I

The name of the Corporation shall be: Bristol Capital, Corporation Name: Inc.

Article_II

The Corporation 's business office shall be located_at: Business Address:

Bristol Capital, Inc. 2247 Palm Beach Lakes Blvd., Suite 220 West Palm Beach, Florida 33409

Article III

Authorized Shares: This Corporation is authorized to have 100,000,000, One Hundred Million, shares with no par value, outstanding at any one time. -

Article_IV

Registered Agent: The initial name and address for the Registered Agent shall be:

Randall Prouty

c/o Bristol Capital, Inc. 2247 Palm Beach Lakes Blvd., Suite 220 West Palm Beach, Florida 33409

Article V

The initial Incorporator of this Corporation is: Incorporator:

Randall Prouty

c/o

Bristol Capital, Inc.

2247 Palm Beach Lakes Blvd., Suite 220

West Palm Beach, Florida 33409

Article VI

The Corporation shall have no less that one Director Director and Officers: and one Officer at any time. The initial Director and Officers of the Corporation shall be:

Randall Prouty, Director
Randall Prouty - President/Secretary
c/o Bristol Capital, Inc.
2247 Palm Beach Lakes Blvd., Suite 220
West Palm Beach, Florida 33409

Article VII

Corporate Duration: This Corporation shall have a perpetual duration unless sooner dissolved by law.

Article VIII

Corporate By-Laws: The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be vested in a Board of Directors who shall formulate and approve By-Laws that govern the Corporation's business.

Article IX

Business Purpose: This Corporation is authorized to engage in any ______ reasonable business activity allowed under state or federal law.

Randall Prouty Incorporator

Randau Prouty Date 2-18-99

Registered Agent Certification

The following is submitted in compliance with Chapter 48.091 & 607.0502 of the Florida Statutes:

The Incorporator desiring to organize under the Laws of the State of Florida with its principle office as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named the following as Registered Agent to accept process within the State for Bristol Capital, Inc.

Randall Prouty c/o Bristol Capital, Inc. 2247 Palm Beach Lakes Blvd., Suite 220 West Palm Beach, Florida 33409

Having been named to accept service of process for the above stated $\,\,\,\,\,\,\,\,\,\,\,\,\,\,\,\,$ corporation, at place designated in the certificate, I hereby accept to act in this capacity. I further agree to comply with all statues relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent Randall Prouty

Kandale Prouts Date 2-18-99
Signature Date 2-18-99