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March 23, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
3-23-99

600002821996--6
-03/29/99--0111--003
*******78.75 *****78.75**

RE: SCIMITAR CAPITAL CORPORATION

Ladies and Gentlemen:

Enclosed is the original and one copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order in payment of the following items:

1.	Filing	\$ 35.00
2.	Certified copy of the Articles of Incorporation	\$ 8.75
3.	Registered Agent Designation	<u>\$ 35.00</u>
	TOTAL	\$ 78.75

Please send the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance.

Sincerely,



Mitchell S. Goldman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 AM 9:28

**ARTICLES OF INCORPORATION
OF
SCIMITAR CAPITAL CORPORATION**

EFFECTIVE DATE
3-23-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 AM 9:28

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is **SCIMITAR CAPITAL CORPORATION**

ARTICLE II
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V
Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: MITCHELL S. GOLDMAN, 96 WILLARD STREET, SUITE 302, COCOA, FLORIDA, 32922

The principal office of the corporation is as follows: 2033 Wood Street, Suite 105, Sarasota, Florida, 34237.

ARTICLE VI
Directors

Section 6.1 Number. This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The names and street addresses of the initial director(s) of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Nikki D. Harris	2033 Wood Street, Suite 105 Sarasota, Florida 34237
Sean Klinge	2033 Wood Street, Suite 105 Sarasota, Florida 34237
Robert Morris	2033 Wood Street, Suite 105 Sarasota, Florida 34237
Rebecca L. Morris	2033 Wood Street, Suite 105 Sarasota, Florida 34237

ARTICLE VII
Incorporator

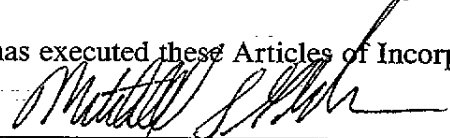
The name and street address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
MITCHELL S. GOLDMAN	96 Willard Street, Suite 302 Cocoa, Florida 32922

ARTICLE VIII
Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 23rd day of March, 1999.

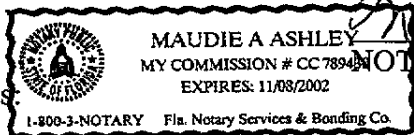


Mitchell S. Goldman

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 23RD day of March, 1999,
by Mitchell S. Goldman

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:

SCIMITAR CAPITAL CORPORATION, desiring to organize or qualify under the laws
of the State of Florida hereby designates **MITCHELL S. GOLDMAN** as its registered agent to
accept service of process within the State of Florida and the address of its registered office shall
be 96 Willard Street, Suite 302, Cocoa, Florida, 32922.


MITCHELL S. GOLDMAN

DATED: 3/23, 1999

Having been named to accept services of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.


MITCHELL S. GOLDMAN

DATED: 3/23, 1999

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAR 29 AM 9:28