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

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.

CAPEUSA.COM, INC.

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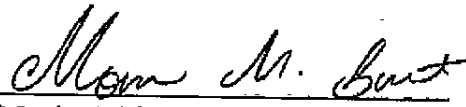
ARTICLES OF INCORPORATION
OF
CAPEUSA.COM, INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **CAPEUSA.COM, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **1,000,000** shares, at **.01** par value.
5. The principal mailing address of the corporation will be: **1126 South Federal Highway, Suite 349, Fort Lauderdale, FL 33316**, and the name of its initial registered agent at such address is: **David M. Brandwein**
6. The name and address of the sole incorporator is: **Monica M. Burton , c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: July 23, 1999


Monica M. Burton
Sole Incorporator

Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent for
CAPEUSA.COM, INC. the within named corporation.

Dated: July 23, 1999

A handwritten signature in black ink, appearing to read "D.M. Brandwein", written over a horizontal line.

David M. Brandwein

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Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
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