

**LAW OFFICES OF ROBERT J. ARNOLD**

224 Datura Street, Suite 315  
West Palm Beach, FL 33401  
(561) 833-6300 ♦ Fax: (561) 833-8880

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July 19, 1999

**VIA Federal Express**

Department of State  
DIVISION OF CORPORATIONS  
409 East Gaines Street  
Tallahassee, Florida 32301


000002935910--6  
-07/20/99--01029--015  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

**RE: PALM BEACH CAPITAL SERVICES GROUP, INC.**

Dear Sir/Madam:

I have enclosed the Articles of Incorporation for Palm Beach Capital Services Group, Inc. I have also enclosed my firm's check # 1167 for \$122.50 to cover the costs of the filing and certification fees. If you should have any questions regarding this matter, please feel free to contact me.

Yours truly,

  
Robert J. Arnold

enclosures

**FILED**  
99 JUL 20 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

  
5/22/99

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PALM BEACH CAPITAL SERVICES GROUP, INC.**

**ARTICLE I**

**NAME**

The name of this corporation is **PALM BEACH CAPITAL SERVICES GROUP, INC.**

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The aggregate number of shares, which the Corporation shall have the authority to issue, shall be 25,000,000 shares of common stock at par value of .001 per share. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

**ARTICLE V**

**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 224 Datura Street, Suite 315, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is Robert Arnold.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors constituting the initial Board of Directors.. The names and street addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Michael Kirkpatrick	224 Datura Street, Suite 315 West Palm Beach, Florida 33401
Robert J. Arnold	224 Datura Street, Suite 315 West Palm Beach, Florida 33401

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings. Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation. The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation unless otherwise provided in the By-Laws.

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the Incorporator signing these articles is: Robert J. Arnold 224 Datura Street, Suite 315, West Palm Beach, Florida 33401.

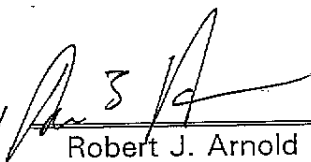
**ARTICLE IX**  
**INDEMNIFICATION**

The corporation shall indemnify each and every Officer and Director or any former officer or director of the corporation to the full extent permitted by law. The corporation shall be required to immediately advance to each and every Officer and Director as well as former officers and directors the fees and costs they incur on account of their involvement with the corporation.

**ARTICLE X**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, 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 the 3<sup>rd</sup> day of July, 1999.

By   
Robert J. Arnold

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

*PALM BEACH CAPITAL SERVICES GROUP, INC.*

2. The name and address of the registered agent and office is:

Robert J. Arnold  
224 Datura Street, Suite 315  
West Palm Beach, Florida 33401

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*R J Arnold*

DATE

*July 3, 1999*