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LOCAL REPRESENTATIVE TALLAHASSEE

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-08/18/99--01052--023
*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CAPITAL-2, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
99 AUG 18 PM 1:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten Signature]

Examiner's Initials

ARTICLES OF INCORPORATION
OF
CAPITAL-2, INC.

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TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be:

CAPITAL-2, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may conduct any and all business activities permitted by the laws of the State of Florida.

ARTICLE III

TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

3530 S.W. 121 Avenue
Miami, Florida

ARTICLE V

SHARES

This corporation is authorized to issue 1,000,000 shares at \$1.00 par value common stock, which shall be designated common shares.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The initial directors and their addresses are:

PURO PICHARDO President
3530 S.W. 121 Avenue
Miami, Florida

CARLOS ALMEIDA Secretary and Treasurer
2610 S.W. 62 Avenue
Miami, Florida

ARTICLE VII

INITIAL REGISTERED AGENT
AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Maitte Netsch, Esq.
780 N.W. LeJeune Road, Suite 330
Miami, Florida 33126

ARTICLE VIII

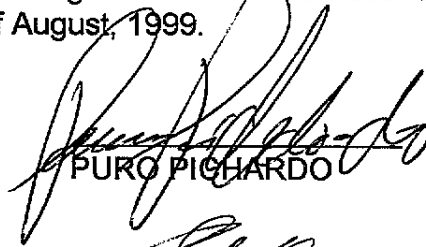
INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation are:

Puro Pichardo
3530 S.W. 121 Ave.
Miami, Florida

Carlos Almeida
2610 S.W. 62 Avenue
Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, on this 16th day of August, 1999.



PURO PICHARDO


CARLOS ALMEIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

I, MAITTE NETSCH, 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 as 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.



MAITTE NETSCH

Registered Agent

Date: 8/17/99

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