

999000079632

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Affinity Capital Group, Inc.

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*****78.75 *****78.75

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DIVISION OF CORPORATIONS

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☒ Art of Inc. File _____

☐ LTD Partnership File _____

☐ Foreign Corp. File _____

☐ L.C. File _____

☐ Fictitious Name File _____

☐ Trade/Service Mark _____

☐ Merger File _____

☐ Art. of Amend. File _____

☐ RA Resignation _____

☐ Dissolution / Withdrawal _____

☐ Annual Report / Reinstatement _____

☒ Cert. Copy _____

☐ Photo Copy _____

☐ Certificate of Good Standing _____

☐ Certificate of Status _____

☐ Certificate of Fictitious Name _____

☐ Corp Record Search _____

☐ Officer Search _____

☐ Fictitious Search _____

☐ Fictitious Owner Search _____

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☐ Driving Record _____

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9/9/99

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**ARTICLES OF INCORPORATION
OF
Affinity Capital Group, Inc.**

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The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is Affinity Capital Group, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1428 Brickell Avenue, Penthouse, Miami, Florida 33131.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of Common Stock with a par value of .001.

ARTICLE IV

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is:

Allan A. Joseph
Hall, David and Joseph, P.A.
1428 Brickell Avenue
Penthouse
Miami, Florida 33131

ARTICLE V
INITIAL BOARD OF DIRECTOR(S)

The board of directors shall initially consist of one person. The number of directors may be increased or decreased from time to time by amendment to the articles of incorporation. The name and address of the initial directors are:

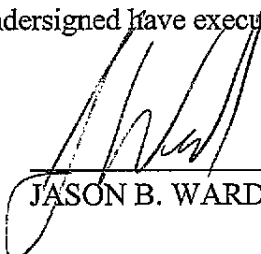
<u>Name</u>	<u>Address</u>
Jason B. Ward	100 Lincoln Road Apartment 521 Miami, Beach, FL 33139

ARTICLE VI
INCORPORATOR(S)

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Jason B. Ward	100 Lincoln Road Apartment 521 Miami, Beach, FL 33139

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
this 31 day of August, 1999.



JASON B. WARD

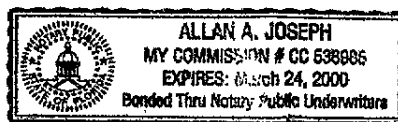
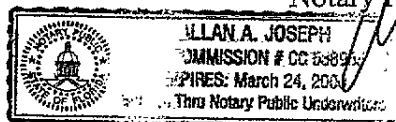
STATE OF FLORIDA)
)
COUNTY OF Miami-Dade)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Jason B. Ward, who is personally known by me and known to me to be the person who executed the foregoing Articles of Incorporation, and has acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 31st day of August, 1999.

Notary Public

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: Affinity Capital Group, Inc.
2. The name and address of the Registered Agent and office is:

Allan A. Joseph
Hall, David and Joseph, P.A.
1428 Brickell Avenue
Penthouse
Miami, Florida 33131

By: Jason B. Ward
Title: Incorporator

Date: 8/31/99

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.

Signature: _____

Allan A. Joseph
August 31, 1999

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