

99000097387



ACCOUNT NO. : 072100000032

REFERENCE : 457164 139816A

AUTHORIZATION : *Patricia Puyet*

COST LIMIT : \$ 78.75

ORDER DATE : November 3, 1999

ORDER TIME : 10:55 AM

ORDER NO. : 457164-005

600003033836--6

CUSTOMER NO: 139816A

CUSTOMER: Donald J. Thomas, Esq
CARTER & THOMAS
CARTER & THOMAS
Suite 312
1200 North Federal Highway
Boca Raton, FL 33432

DOMESTIC FILING

NAME: AJD CAPITAL CORP., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

524
W99-25397

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 AM 8:46

RECEIVED
99 NOV 10 PM 12:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FILED
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DIVISION OF CORPORATIONS

99 NOV -3 AM 8:46

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 3, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AJD CAPITAL CORP., INC.
Ref. Number: W99000025397

We have received your document for AJD CAPITAL CORP., INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

YOU MAY FILE USING ONLY ONE (1) SUFFIX.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 299A00053175

RETURN TO THE ORIGINAL
FILER BY THE DATE
NOV 10 1999
AJD CAPITAL CORP., INC.

RECEIVED
99 NOV -4 PM 12:14
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11/1/99

ARTICLES OF INCORPORATION

OF

AJD CAPITAL CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV -3 AM 8:46

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is AJD CAPITAL CORP.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one cent (\$.01) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 1200 North Federal Highway, Suite 312, Boca Raton, FL 33432.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Donald J. Thomas
1200 North Federal Highway
Suite 312
Boca Raton, FL 33432

John E. Carter
1200 North Federal Highway
Suite 312
Boca Raton, FL 33432

ARTICLE VII

The corporation may indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

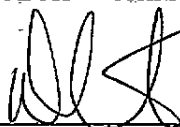
The name and address of the Incorporator to these Articles of Incorporation is:

Donald J. Thomas
1200 North Federal Highway
Suite 312
Boca Raton, FL 33432

ARTICLE XI

The street address of the initial registered office of the corporation is 1200 North Federal Highway, Suite 312, Boca Raton, FL 33432, and the name of the initial registered agent of the corporation at that address is Donald J. Thomas.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 1 day of November, 1999.

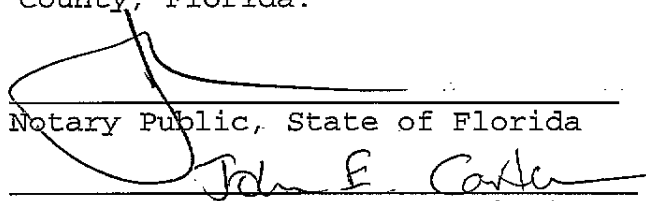


DONALD J. THOMAS

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DONALD J. THOMAS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

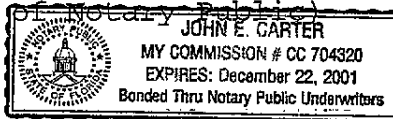
WITNESS my hand and official seal this 1 day of November, 1999 at Boca Raton, Palm Beach County, Florida.



Notary Public, State of Florida

(Print, type or stamp Commissioned name of Notary Public)

My Commission Expires:



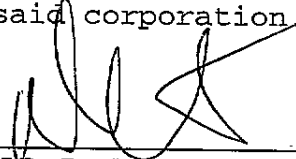
(1) Personally known or () Produced Identification
Type of Identification: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF REGISTERED AGENT

99 NOV -3 AM 8:46

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



DONALD J. THOMAS
Registered Agent

DATED: 11/1/99