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Special Instructions to Patricia Buckley GAVE

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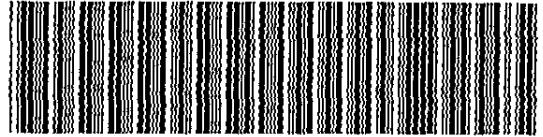
CORRECT Corp. Name

DATE 6/26/03

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Office Use Only

2545  
W03-17287



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06/13/03--01033--004 \*\*70.00

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2003 JUN 26 PM 3: 07  
TALLAHASSEE FLORIDA  
OFFICE OF THE  
CLERK OF THE  
STATE

gf  
6/26/03

**DENIS A. COHRS, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

INTERVEST BANK BUILDING • 2575 ULMERTON ROAD • SUITE 210 • CLEARWATER • FLORIDA • 33762

VOICE (727) 540-0001 • FAX (727) 540-0027

E-MAIL d.cohrs@gte.net

June 10, 2003

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

2003 JUN 26 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

**RE: Articles of Incorporation of CAS, Inc.**

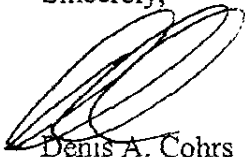
Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation of the above-referenced corporation. Please file these Articles and return one filed-stamp copy to this office.

Additionally, enclosed is a check made payable to the Florida Secretary of State in the amount of \$70.00 in payment of the required filing fees.

Should you have any questions with respect to this matter, please do not hesitate to contact us.

Sincerely,



Denis A. Cohrs

DAC/pb

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

FILED

2003 JUN 26 PM 3:07

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

June 17, 2003

DENIS A. COHRS, ESQUIRE  
2575 ULMERTON ROAD  
SUITE 210  
CLEARWATER, FL 33762

SUBJECT: CAS, INC.  
Ref. Number: W03000017287

We have received your document for CAS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 403A00037302

**ARTICLES OF INCORPORATION  
OF  
CAS HOLDINGS, INC.**

**FILED**

2003 JUN 26 PM 3:07

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
Name and Mailing Address**

The name of this corporation shall be:

CAS HOLDINGS, INC.

The address of the principal office and the mailing address of this corporation is:

**2575 Ulmerton Road, Suite 210  
Clearwater, Florida 33762**

**ARTICLE II  
Existence of Corporation**

This corporation shall begin existence on the date of the filing of these Articles of Incorporation and shall thereafter have perpetual existence.

**ARTICLE III  
Purposes**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**  
**Powers**

This corporation shall have all such powers as may be necessary or desirable to carry out the business of the corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (2002), as may be amended from time-to-time.

**ARTICLE V**  
**Capital Stock**

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 10,000,000 shares, without par value, the stated value of each to be determined by the Board of Directors. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

**ARTICLE VI**  
**Registered Office and Registered Agent**

The street address of the corporation's initial registered office is:

**2575 Ulmerton Road, Suite 210  
Clearwater, Florida 33762**

and the name of the corporation's initial registered agent at such address is:

**Denis A. Cohrs.**

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (2001), as may be amended from time-to-time.

**ARTICLE VII**  
**Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
<b>Cary O. Cohrs</b>	<b>2575 Ulmerton Road, Suite 210 Clearwater, Florida 33762</b>

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

**ARTICLE VIII**  
**Incorporators**

The name and address of each incorporator of this corporation is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>Denis A. Cohrs</b>	2575 Ulmerton Road, Suite 210 Clearwater, Florida 33762

**ARTICLE IX**  
**Indemnification**

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (2002), as amended from time-to-time.

**ARTICLE X**  
**Control Share Acquisitions**

The corporation does hereby elect, pursuant to Subsection 607.0902(5), Florida Statutes (2002), to exempt itself from the provisions pertaining to control share acquisitions as contained in Sections 607.0902, 607.1301, 607.1302, and 607.1320, Florida Statutes (2002).

**ARTICLE XI**  
**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
Denis A. Cohrs,  
Incorporator

**Acceptance of Registered Agent**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes (2002).

DATED this 23rd day of June, 2003.

  
\_\_\_\_\_  
Denis A. Cohrs,  
Registered Agent

**FILED**  
2003 JUN 26 PM 3:07  
CLERK OF STATE  
TALLAHASSEE FLORIDA