

P95000070291

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ENCLOSURE 15808215
-09/08/95--01081--0015
*****70.00 *****70.00

SUBJECT: CAD Creations, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy
Additional Copy Required

\$131.25
Filing Fee,
Certified Copy
& Certificate

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SEP 13 1995

FROM: John Travis Dunkerley
Name (printed or typed)

11500 N Dale Mabry Hwy #916
Address

Tampa, FL 33618
City, State & Zip

813-264-4487
Daytime Telephone number

EFFECTIVE DATE
9-1-95

NOTE: Please provide the original and one copy of the articles.

of 9/13/95

ARTICLES OF INCORPORATION
OF
CAD Creations, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 SEP -8 AM 10:58

EFFECTIVE DATE

9-1-95

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of this corporation is CAD Creations, Inc.
11500 North Dale Mabry Highway, #916, Tampa, Florida 33618.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is:

- (1) to provide computer assisted drafting services to businesses and the general public, and
- (2) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 100 shares of capital stock, all of which

shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 11500 North Dale Mabry Highway, #916, Tampa, Florida 33618, and the name of the initial registered agent at that address is John Travis Dunkerley.

ARTICLE VII

BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial director(s) of the Corporation are:

John Travis Dunkerley, 11500 North Dale Mabry Highway,
Apt. 916, Tampa, Florida 33618.

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named

in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VIII

OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

John Travis Dunkerley - President, Treasurer, and Secretary.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles is: John Travis Dunkerley, 11500 North Dale Mabry Highway, #916, Tampa, Florida 33618.

ARTICLE X

INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-laws.

ARTICLE XI

MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of September, 1995.



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared John Travis Dunkerley, to me known and known to me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 1st day of September, 1995



NOTARY PUBLIC

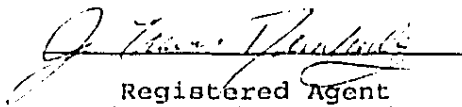
My Commission Expires: March 26, 1999



DEBORAH A. PETERS
My Commission # 0044187
Expires Mar. 26, 1999
Bonded by HAI
800-422-1556

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of CAD Creations, Inc. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. 48.091, relative to keeping the corporation's registered office open.



Registered Agent
John Travis Dunkerley
11500 N Dale Mabry, #916
Tampa, FL 33618

FILED
SECRETARY OF STATE
CORPORATION DIVISION
95 SEP -9 11:10:59

**CERTIFICATE OF DESIGNATION OF
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: CAD Creations, Inc.

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

John Travis Dunkerley
(NAME)

11500 N Dale Mabry Hwy Apt 916
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tampa, FL 33618
(CITY/STATE/ZIP)

FILED
DIVISION OF STATE
CORPORATIONS
SEP 1 1995
TALLAHASSEE, FL

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.

J. Travis Dunkerley
(SIGNATURE)

September 1, 1995
(DATE)