

P 980000 18741
TRANSMITTAL LETTER

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

SUBJECT: C & A Pinto, 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
- \$78.75
- \$122.5
- \$131.25

700002436787-5
-02/20/98-01104-010
*****78.75 *****78.75

FROM: CLAYTON N. PINTO
Name (printed or typed)

2700 S OAKLAND FOREST DR, #2
Address

OAKLAND PARK, FL 33309-5640
City, State & Zip

(954) 486-3857
Daytime Telephone Number

DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 98 FEB 20 AM 11:43
 FILED

Clayton N. Pinto GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 2-26-98
DOC. EXAM. nm

CERTIFICATE OF INCORPORATION OF

C & A Pinto, Inc.

FIRST. The name of the Corporation is C & A Pinto, Inc.

SECOND. Its registered/^{principal} office in the State of Florida is to be located at 2700 S. OAKLAND FOREST DR # 201, in the City of OAKLAND PARK, County of BROWARD. The registered agent in charge thereof is CLAYTON N. PINTO at 2700 S. OAKLAND FOREST DR # 201, OAKLAND PARK, FL 33309.

THIRD. The nature of the business and objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world, viz:

"The purpose of the corporation is to engage in any lawful act or activity for which the corporations may be organized under the general Corporation Law of Florida."

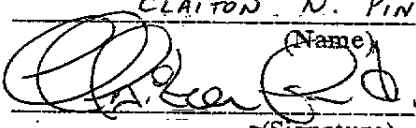
FOURTH. CAPITALIZATION (Check the appropriate block and complete the capitalization method.)

The corporation shall have the authority to issue _____ Shares of Common Stock, each share to have No Par Value. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors.

The corporation shall have the authority to issue 100 (ONE HUNDRED) Shares of Common Stock, each share to have a Par Value of \$ 1.00; The shares may be issued upon such terms as the Board of Directors may from time to time authorize.

The corporation shall have the authority to issue two classes of stock. The classification and par value of each share of stock shall be as follows: _____ Shares of Common Stock with _____ Par Value, designated as Class A Common Stock; and _____ Shares of Preferred Stock with a Par Value of \$ _____ each share, designated as Class B Preferred Stock. Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

FIFTH. The names, mailing addresses and signatures of each of the incorporators are as follow:

NAME	POST OFFICE ADDRESSES
<u>CLAYTON N. PINTO</u> (Name)  (Signature)	<u>2700 S. OAKLAND FOREST DR #201</u> (Address) <u>OAKLAND PARK FL 33309-5640</u> (City/State/Zip)
<u>N/A</u> (Name)	<u></u> (Address)
<u></u> (Signature)	<u></u> (City/State/Zip)
<u>N/A</u> (Name)	<u></u> (Address)
<u></u> (Signature)	<u></u> (City/State/Zip)

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: C & A Pinto, Inc.

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

CLAYTON N. PINTO
(Name)
2700 S. OAKLAND FOREST DR #201
(Address - P.O.Box not acceptable)
OAKLAND PARK, FL 33309-5640
(City/State/Zip)

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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)

Feb 16th, 1998
(Date)