

099000085715

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

Colfund Inc.

100002998871--3
-09/28/99--01028--011
*****70.00 *****70.00
100002998871--3
-09/28/99--01028--012
*****8.75 *****8.75

- 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 _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 PM 1:03

RECEIVED
99 SEP 28 AM 9:57
TALLAHASSEE, FLORIDA

Signature _____

Requested by AS 9/28/99 9:00
Name Date Time
Walk-In _____ Will Pick Up _____

ga/28/99

EFFECTIVE DATE

9/27/99

ARTICLES OF INCORPORATION
OF
COLFUND INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 PM 1:03

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is COLFUND INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSES

The corporation may engage in all lawful business permitted under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The capital stock of this corporation shall consist of 500 shares of Common Shares of One (\$1.00) Dollar par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V
BOARD OF DIRECTORS

1. The By-laws may provide for the increase or decrease in the number of Directors from time to time, provided that the number of directors shall never be less than five (5).

2. The corporation shall initially have five (5) Directors. The name and address of the initial Directors are as follows:

NAME/ADDRESS

ROSLYN COLODNY/ 5497 NORTHWEST 23RD AVENUE, MIAMI, FLORIDA 33496
RUSSELL COLODNY/ 6871 RASPBERRY RUN LITTLETON, COLORADO 80125
KEITH COLODNY/ 9063 INDIAN RIVER RUN BOYNTON BEACH, FLORIDA 33437
STACI RAYMOND/ 545 S. COUNTRY CLUB DRIVE ATLANTIS, FLORIDA 33462
LESSIE COLODNY/ 4659 STONE MANOR HEIGHT COLORADO SPRINGS,
COLORADO 80906

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: MAXIMILIEN RAFAEL KARYO 370 WEST CAMINO GARDENS BOULEVARD BOCA RATON, FLORIDA 33432

ARTICLE VII
ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and the creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by applicable statute or authorized by the Board of Directors or by resolution of the stockholders. The initial office of the corporation shall be located at 2900 NORTH MILITARY TRAIL SUITE #200 BOCA RATON, FLORIDA 33431

2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the fullest extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. These Articles of Incorporation may be altered or amended by resolution of the Board of Directors and presented to and approved by, or by resolution by, the holders of a majority of the outstanding Common Stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, for the uses and purposes aforesaid this 27th day of September, 1999.


MAXIMILIEN RAFAEL KARYO

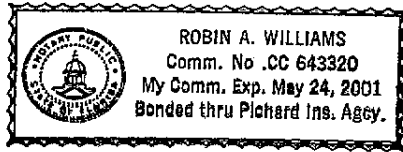
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared who are well known to be the persons described in and who subscribed the above and foregoing Articles of Incorporation, and they have freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein expressed. Further, they produced a Florida Driver License as identification and did not take an oath.

IN WITNESSES WHEREOF, I have hereunto set my hand and
affixed my official seal, at Boca Raton, Palm Beach County,
Florida, this 27th day of September, 1999.

Robin A. Williams

NOTARY PUBLIC
State of Florida at Large
My commission expires:



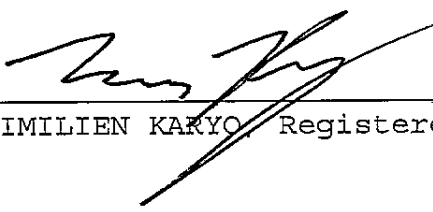
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607, Florida Statute, the following is submitted in compliance with said act:

COLFUND INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida has named MAXIMILIEN RAFAEL KARYO, located at 370 West Camino Gardens Boulevard Boca Raton, Florida 33432 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Chapter 607 of the Florida Statutes.

By: 
MAXIMILIEN KARYO Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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