

9/14/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 14 PM 3:43

August 31, 2000

ATLANTA CARPET & TILE
46 NORTH TAMPA AVENUE
ORLANDO, FL 32805

SUBJECT: COLE AND MACK FINANCE AND INVESTMENT GROUP, INC.
Ref. Number: W00000021421

We have received your document for COLE AND MACK FINANCE AND INVESTMENT GROUP, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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: 200A00046503

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
COLE AND MACK FINANCE AND INVESTMENT GROUP, INC.

00 SEP 14 PM 3:43

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is

Cole and Mack Finance and Investment Group, Inc.

The principal place of business and the mailing address is

17730 Myrtle Lake Drive
Miami, FL 33056

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 5000 shares, all of one class, at \$10.00 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office of this corporation shall be as follows:

Presley A. Cole
46 North Tampa Avenue
Orlando, FL 32805

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1).

The name and address of the initial directors of this corporation is:

Lina Mack, President
17730 Myrtle Lake Drive
Miami, FL 33056

Presley A. Cole, Vice President
7310 Woodward Way
Orlando, FL 32818

Shaketa N. Brantley, Secretary
4594 Heritage Oak Drive
Orlando, FL 32808

ARTICLE VII

INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Presley A. Cole
7310 Woodward Way
Orlando, FL 32818

ARTICLE VIII

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE IX

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote.

ARTICLE XI

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the

entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XIV

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

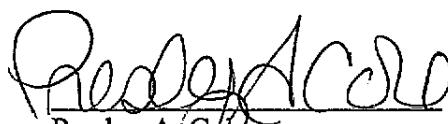
ARTICLE XV

PRE-EMPTIVE RIGHTS

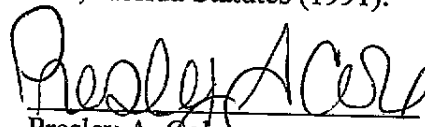
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him or her to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XVI

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
26 day of July, 2000


Presley A. Cole
Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 607, Florida Statutes (1991).


Presley A. Cole
Registered Agent

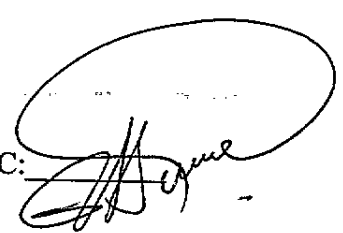
STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 25th day of July, 2000, by Presley Cole, who is personally known to me or who has produced 0 as identification and who did not take an oath.

My Commission Expires: _____



Philip A Scantlebury
My Commission CC605793
Expires December 8, 2000

NOTARY PUBLIC: 

Name: _____

Address: _____

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SECRETARY OF STATE
OFFICE OF CORPORATIONS
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