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DIVISION OF CLAS CRATION 03 SEP 22 BY 11: 44

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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	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
Signature	Fictitious Owner Search  Vehicle Search
Requested by: 412	Driving Record  UCC 1 or 3 File
Name Date Time	UCC 11 Search UCC 11 Retrieval
Walk-In Will Pick Up	Courier

### ARTICLES OF INCORPORATION

OF

### CAROLAIDA CORP.

# FILED 03 SEP 22 PM 12: 37 SECRETARY OF STATE TALLAHASSEE, FLADIS

### ARTICLE I - NAME

The name of this corporation is **CAROLAIDA CORP.**, with its principal office at Sunset\_Office Park, 9370 Sunset Drive, Suite A-100, Miami, Florida 33173.

### ARTICLE II -DURATION

This corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

### ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue fifty thousand (50,000) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "COMMON SHARES".

### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of transactional shares) at the price at which it is offered to others.

### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the

corporation is 9370 Sunset Drive, Suite A-100, Miami, Florida 33173, and the name of the initial registered agent of this corporation at that address is MARTIN E. PONS.

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is as follows:

MARTIN E. PONS 9370 Sunset Drive, Suite A-100 Miami, Florida 33173

### ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

Martin E. Pons 9370 Sunset Drive, Suite A-100 Miami, Florida 33173

### ARTICLE IX - BYLAWS

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

### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of no less than one tenth of all the shares entitled to vote at the meeting.

### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented by person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

### ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

### ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

### ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

MARTIN E. PONS

STATE OF FLORIDA COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this day of Starting, 2003, by MARPIN E. PONS, who is personally known to me.

Notary Public

Print Name: ANA T

My Commission Expires:

5/16/04

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3 SEP 22 PH 12: 3

I, the undersigned, having been named as initial Registered Agent of the corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

MARTIN E. PONS Registered Agent