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LAW OFFICES

PAUL B. WOODS

83 BAYBRIDGE PARK, SUITE C
GULF BREEZE, FLORIDA 32561

PAUL B. WOODS, J.D., L.L.M.

TELEPHONE (850) 916-1444
FAX (850) 916-1555

03/27/00

Secretary of State
State of Florida
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

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****122.50 *****78.75

Re: Conifer Capital Corp.

Dear Sirs:

Enclosed please find the following:

1. Original and one (1) copy of Articles of Incorporation.
2. Original and one (1) copy of Certificate Designating Place of Business and Resident Agent for Service of Process.
3. My check in the amount of \$122.50 Dept. of State to cover the filing fee, registered agent fee and copy of stamped Articles of Incorporation.

Please process this corporation at you earliest convenience and mail to the undersigned a stamped copy of said Articles of Incorporation.

Enclosed also please find a self-addressed and stamped envelope for your convenience in returning same to me.

Thank you for your attention hereto.

Very truly yours,

LAW OFFICE OF PAUL B. WOODS

By: 
Paul B. Woods

enclosures as stated

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MAR 29 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CONIFER CAPITAL CORP.**

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

ARTICLE I NAME

The name of the corporation shall be **CONIFER CAPITAL CORP.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation. This corporation intends to buy, sell, lease, exchange and manage property.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 7101 Lillian Highway, Pensacola, FL 32506 and the name and address of the initial Registered Agent for the corporation Ann Resmondo at Lot #2, 7101 Lillian Highway, Pensacola, FL 32506.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

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TALLAHASSEE, FLORIDA

Any stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objections at such meeting to any defect or insufficiency of notice.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against her by reason of her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of herself or any firm, association or corporation in which she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that she is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have a minimum of one director. The initial Board of Directors shall consist of: John Leahy.

ARTICLE XI STOCK ISSUANCE

The voting common stock of this corporation shall be issued as follows:

John Leahy 500 shares

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

John Leahy, 7101 Lillian Highway, Pensacola, FL 32506

ARTICLE XI OFFICERS

The initial officers of the corporation shall be as follows:

John Leahy President

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 15 day of March, 2000

Incorporator:

JOHN LEAHY

STATE OF MASSACHUSETTS
COUNTY OF MIDDLESEX

The foregoing instrument was executed and acknowledged before me this 15 day of March, 2000, JOHN LEAHY, who is personally known to me or provided MASSACHUSETTS I.D. as identification and did take an oath.

My Commission Expires:

June 26th 2003.

Notary Public, State of Massachusetts

Printed, typed, or stamped name

DAVID P. KEANE

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. **CONIFER CAPITAL CORP.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 7101 Lillian Highway, Pensacola, FL 32506, has named Ann Resmondo, whose address is Lot #2, 7101 Lillian Highway, Pensacola, FL 32506, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

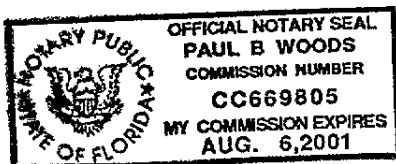
Ann Resmondo
Ann Resmondo

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 25th day of March, 2000. The undersigned notary public specifies that ANN RESMONDO personally appeared before the notary at the time of notarization. Affiant is personally known and did take an oath.

My Commission Expires:

Paul B. Woods
Notary Public, State of Florida
Printed, typed, or stamped name



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00 MAR 29 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA