## CAPITAL CONNECTION, INC.

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

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### **ARTICLES OF INCORPORATION**

OF

### **RUSHING & ASSOCIATES CORP.**

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SECRETARY OF STATE
TAILANASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

#### **ARTICLE I**

The name of this corporation shall be RUSHING & ASSOCIATES CORP.

#### ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

#### **ARTICLE III**

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

#### **ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

Number of Shares Authorized

1,000

Par Value \_ \$1.00

Class of Stock Common All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

EVAN R. MARBIN, ESQ. 48 East Flagler Street Penthouse 104 Miami, Florida 33131

#### ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time, unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the first directors of the corporation who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

DERK RUSHING 12800 NW 7<sup>TH</sup> Avenue North Miami, Florida 33168

and

MIRIAM RUSHING 12800 NW 7<sup>TH</sup> Avenue North Miami, Florida 33168

#### **ARTICLE VII**

The name and address of the Incorporator is:

EVAN R. MARBIN, ESQ. 48 East Flagler Street Penthouse 104 Miami, Florida 33131

#### ARTICLE VIII

The address of the corporation is:

RUSHING & ASSOCIATES CORP. 12800 NW 7<sup>th</sup> Avenue North Miami, Florida 33168

#### **ARTICLE IX**

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

#### ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by the law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the abovenamed corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this \_\_\_\_\_ day of April, 2000.

EVAN R. MARBIN, ESQ.

#### **ACKNOWLEDGMENT**

STATE OF FLORIDA) COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared EVAN R. MARBIN, ESQ. personally known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this \_\_\_\_\_ day of April, 2000.

OFFICIAL HOTARY SEAL DANIEL MOSKOVITZ COMMESSION NUMBER CC735871

NY COMMESSION EXPIRES APR. 21,2002

NOTARY PUBLIC, State of Florida

Print Notary Name DADEL MOSKOVITZ

Commission No.:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

RUSHING & ASSOCIATES CORP., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at 48 East Flagler Street, Penthouse 104, Miami, Florida 33131, has named EVAN R. MARBIN, ESQ., 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 agree to act in this capacity, and agree to comply with the provisions of this Act relative to keeping said office open.

By:

EVAN R. MARBIN, ESQ.

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SECRETARY OF STATE