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November 7, 2000

Department of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: COLE DIVERSIFIED, INC.

Dear Secretary:

Enclosed please find the Articles of Incorporation for COLE DIVERSIFIED, INC. Also included is a check for \$70.00 to cover the cost of filing, as well as a return self-addressed stamped envelope. I have included the original and 1 copy. Please return the copy stamped in the self-addressed envelope enclosed. If you have any questions, please do not hesitate to call this office.

Very truly yours,

Jeffery L. Harrell

Jeffery L. Harrell
Legal Assistant

enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

COLE DIVERSIFIED, INC.

THE UNDERSIGNED, being of legal age and natural person, does hereby subscribe to, 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 COLE DIVERSIFIED, INC.

ARTICLE II

This Corporation may engage in any activity or business permitted under the Laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and characteristics of such stock shall be as follows:

All of said stock should be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the while consideration therefrom shall have been paid. There shall be 1000 shares of stock at the initial authorized number of shares at no par value.

ARTICLE IV

The amount of capital stock which this Corporation shall commence business shall not be less than Five Hundred and No/100 (\$500.00) Dollars.

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TALLAHASSEE FLORIDA

ARTICLE V

The Registered Office and the Registered Agent for services in the State of Florida shall be DEAN J. TRANTALIS, ESQ.

The principal office of this Corporation shall be located at 1007 N. Federal Highway, #29, Ft. Lauderdale, FL 33304-1422.

The Board of Directors may vote from time to time to move the post office address and principal office to any other address in the State of Florida.

ARTICLE VI

This Corporation shall have no less than one (1) nor more than three (3) directors. The number of directors may be altered from time to time by the Bylaws adopted by the stockholders. The name and post office address of the Officers and Directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Steven Hamby	1007 N. Federal Hwy., #29 Ft. Lauderdale, FL 33304-1422	President/Director
Elaine H. Williams	1007 N. Federal Hwy., #29 Ft. Lauderdale, FL 33304-1422	Secretary/Treasurer Director

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of this Corporation.

ARTICLE VII

After incorporation, the Corporation may adopt a plan to and consistent with section 1244 of the Internal Revenue in connection with offering the stock of the Corporation.

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

First, that COLE DIVERSIFIED, INC., desiring to organize under the laws of the State of Florida with its principal office, as designated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, and State of Florida, has named Dean J Trantalis, Esq., located at 2255 Wilton Drive, Wilton Manors, FL 33309, 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 agree to comply with the provisions of said act relative to keeping open said office.


DEAN J. TRANTALIS, ESQ.

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