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SUITE 803

1800 SECOND STREET  
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BOARD CERTIFIED IN REAL ESTATE

ALSO ADMITTED IN COLORADO

December 21, 2000

Florida Department of State  
Division of Corporations  
P. O. Box 5327  
Tallahassee, Florida 32314

Re: **Cubco International, Inc.**

Ladies/Gentlemen:

Enclosed are Duplicate Articles of Incorporation for Cubco International, Inc., a Florida corporation. Also enclosed a check in the amount of \$87.50 representing the filing and certified copy fee. Please file the Articles of Incorporation and return a certified copy to my office.

Please do not hesitate to contact this office should you have any questions.

Very truly yours,

  
Stephanie A. Reinicke

/sar

Enclosures

cc: Charles William Cubberley, Jr.

FILED  
00 DEC 26 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

CUBCO INTERNATIONAL, INC.,  
A Florida Corporation

FILED  
00 DEC 26 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I  
NAME

The name of this Corporation is CUBCO INTERNATIONAL, INC., a  
Florida corporation.

Article II  
TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes, the existence  
of the Corporation shall commence upon filing of these Articles.  
The Corporation shall have perpetual existence thereafter unless  
dissolved pursuant to Florida Statutes.

Article III  
NATURE OF BUSINESS

This Corporation is organized for the following purpose:  
To engage in any and all lawful business.

Article IV  
POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its  
corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at  
pleasure, and to use the same by causing it, or a

facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for

charitable, scientific or educational purposes.

- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### Principal Office

The principal office and mailing address of this corporation shall be 8260 Hugh Alison Place, Sarasota, FL 34240.

#### ARTICLE VI

##### Capital Stock

This Corporation is authorized to issue ONE HUNDRED (100) shares of common stock at no par value.

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 1800 Second Street, Suite 803, Sarasota, Florida 34236, and the name of the initial Registered Agent of this Corporation at that address is STEPHANIE A. REINICKE, ESQUIRE.

ARTICLE VIII  
Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) director and no more than five (5) Directors. The names and addresses of the initial Director of this Corporation who shall serve until her successor(s) are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES WILLIAM CUBBERLEY, JR.	8260 Hugh Alison Place Sarasota, FL 34240
BARBARA J. CUBBERLEY	8260 Hugh Alison Place Sarasota, FL 34240

ARTICLE IX  
Subscriber

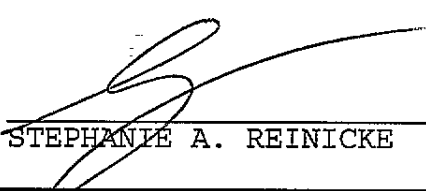
The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHANIE A. REINICKE	1800 Second Street, Ste. 803 Sarasota, FL 34236

ARTICLE X  
Amendment


These Articles of Incorporation may be amended in the manner provided by law.


WITNESS my hand and seal at Sarasota, Florida, this 21<sup>st</sup>  
day of December, 2000.

  
STEPHANIE A. REINICKE

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

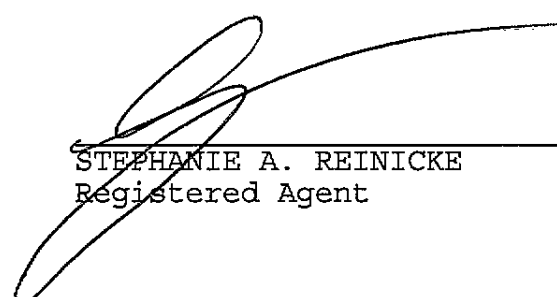
The foregoing instrument was acknowledged before me this  
21<sup>st</sup> day of December 2000, by STEPHANIE A. REINICKE, who is  
personally known to me or who produced as  
identification.

  
Notary Public Signature  
Printed Name \_\_\_\_\_  
My commission expires: \_\_\_\_\_

 Cristina D D'Angelo  
My Commission CC787407  
Expires November 1, 2002

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing  
Articles of Incorporation as Registered Agent, hereby agrees to  
accept said designation; 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 Florida designated address) in some  
conspicuous place in the office as required by law.

  
STEPHANIE A. REINICKE  
Registered Agent