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Law Offices of  
Voigt & Voigt, P.A.  
Attorneys at Law

2414 Bee Ridge Road  
Sarasota, Florida 34239

Telephone (941) 925-2324  
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March 14, 2001  
VIA OVERNIGHT DELIVERY

Florida Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

000003855030--7  
-03/15/01--01109--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: CACERES & SMITH, INCORPORATED

Dear Sir/Madam:

I have enclosed for your review and filing the original and one (1) copy of the Articles of Incorporation for CACERES & SMITH, INCORPORATED, and a check in the amount of \$70.00 payable to The Florida Department of State for the following:

Filing Fee for Articles of Incorporation, F.S.	\$35.00
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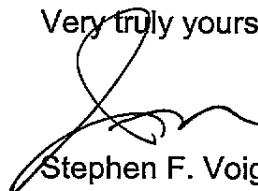
Filing Fee for Resident Agent F.S.	<u>\$35.00</u>
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TOTAL:	\$70.00
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Please return a copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

  
Stephen F. Voigt, Sr.

FILED  
2001 MAR 15 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SFVsr/m mz  
Enclosures

3/20/01

**ARTICLES OF INCORPORATION  
OF  
CACERES & SMITH, INCORPORATED**

**FILED**

2001 MAR 15 AM 8:54

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation is CACERES & SMITH, INCORPORATED

**ARTICLE II - TERM**

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

**ARTICLE III - PURPOSE**

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

**ARTICLE V - PRINCIPAL OFFICE**

The street address of the principal office of this corporation is 2414 BEE RIDGE ROAD, SARASOTA, FL 34239.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address and the initial registered agent of office of the registered agent of this corporation is STEPHEN F. VOIGT, ESQ., of VOIGT & VOIGT, P.A. and that address is **2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.**

**ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INCORPORATOR

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

**ROSA MARIA CACERES de SMITH**  
2414 BEE RIDGE ROAD  
SARASOTA, FL 34239

**FILED**  
2001 MAR 15 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of March, 2001.

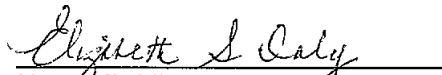
  
**ROSA MARIA CACERES de SMITH**

STATE OF IOWA

COUNTY OF Linn

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of March, 2001 by **ROSA MARIA CACERES de SMITH**, who is personally known to me or who has produced a Driver's License as identification and who did take an oath.

MY COMMISSION EXPIRES:

  
Notary Public  
ELIZABETH S. DALY  
Print Name

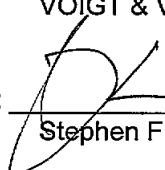
CONSENT OF REGISTERED AGENT



Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

VOIGT & VOIGT, P.A.

BY:

  
Stephen F. Voigt, Esq.