

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO10000046396**

Cool Island Miami, Inc.

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-05/09/01--01039--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
AM 11:48  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search **J. BRYAN MAY - 9 2001**
- ☐ UCC 11 Retrieval
- ☐ Courier

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAY - 9 AM 10:15  
TALLAHASSEE, FLORIDA  
SUFFICIENCY OFFICE

Signature

Requested by: **KC**

Date **5/9**

Time

Walk-In

Will Pick Up

**ARTICLES OF INCORPORATION**  
**OF**  
**COOL ISLAND MIAMI, INC.**

**FILED**  
01 MAY '88 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FAX AUDIT NO.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the corporation shall be: COOL ISLAND MIAMI, INC.

**ARTICLE II**  
**DURATION AND EXISTENCE**

The Corporation shall have a perpetual existence.

**ARTICLES III**  
**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**  
**PRINCIPAL OFFICE**

The initial principal office of this Corporation shall be:

7674 Alton Road, Suite 500  
Miami Beach, Florida 33139

The mailing address of this Corporation shall be:

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7674 Alton Road, Suite 500  
Miami Beach, Florida 33139

ARTICLE V  
DIRECTORS

(a) The initial number of directors is one (1). The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than minimum number of one (1) director(s). The initial directors shall be appointed by the Incorporator.

(b) Initial Director(s). The name and street address of the initial member of the board of directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
Joe DePiro	7674 Alton Road, Suite 500 Miami Beach, Florida 33139

ARTICLE VI  
SHARES

(a) The maximum number of shares of stock that this corporation is authorized to issue is 100 with a par value of \$1.00 per common share of stock.

(a) Shareholders shall not have preemptive rights.

(a) Shareholders shall not have cumulative voting rights.

ARTICLE VII  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Phillip M. Hudson III, Esq.  
80 Southwest 8<sup>th</sup> Street, Suite 3100  
Miami, Florida 33130

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ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Phillip M. Hudson III, Esq.  
80 Southwest 8<sup>th</sup> Street, Suite 3100  
Miami, Florida 33130

ARTICLE IX  
INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not stop such person from establishing that he

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FAX AUDIT NO.:

had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

#### ARTICLE X AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

#### ARTICLE XI BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaws adopted by shareholders if the shareholders specifically provide such Bylaws is not subject to amendment or repeal by the directors.

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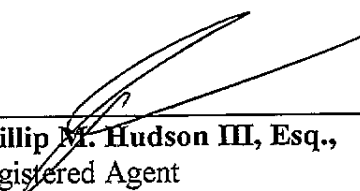
FAX AUDIT NO.:

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 3rd day of May, 2001.

  
\_\_\_\_\_  
**Phillip M. Hudson III, Esq.,**  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By:   
\_\_\_\_\_  
**Phillip M. Hudson III, Esq.,**  
Registered Agent

Dated: May 3rd, 2001.

Article.inc4.doc

**FILED**  
01 MAY -8 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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