

TRANSMITTAL LETTER

*P01000074511*

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

**FILED**  
01 JUL 26 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-07/26/01--01037--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Kodaca Investments, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Koji Sugimoto  
Name (Printed or typed)

13120 SW 107 St  
Address

Miami, FL 33186  
City, State & Zip

305-385-8254  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN JUL 3 0 2001

ARTICLES OF INCORPORATION  
OF  
KODACA INVESTMENTS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the corporation shall be KODACA INVESTMENTS, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and the mailing address is:  
13120 SW 107 Street  
Miami, FL 33186

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV – SHARES

This corporation is authorized to issue 99 shares of One Dollar (\$1.00), par value common stock that shall be designated “COMMON SHARES”.

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – INITIAL OFFICERS / DIRECTORS

This corporation shall have 3 officers / directors initially. The number of officers and/or directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names of the initial officers / directors of this corporation are:

Koji Sugimoto	President / Director
David Davidson	Vice President / Director
Carlos Orozco	Secretary / Treasurer / Director

ARTICLE VII – INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is 13120 SW 107 STREET MIAMI, FLORIDA 33186 and the name of the initial registered agent of this corporation at that address is KOJI SUGIMOTO.

ARTICLE VIII – INCORPORATOR

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

Koji Sugimoto  
13120 SW 107<sup>th</sup> Street  
Miami, FL 33186

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors of the holders of not less than one tenth of all shares entitled to vote at the meeting.

ARTICLE XI – SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII – GENERAL PROVISIONS

1. The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
2. Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
3. A director of the corporation may transact business, borrow, lend or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
4. The corporation shall indemnify each director and officer of the corporation against all or any portion of the liability and expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the corporation, whether or not he continues to be an officer or director at the time of incurring such expense, to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 22<sup>nd</sup> day of July, 2001.

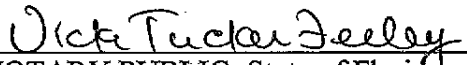
  
\_\_\_\_\_  
KOJI SUGIMOTO

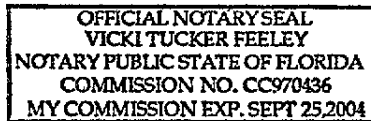
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, KOJI SUGIMOTO, known to me to be the person who executed the forgoing articles of incorporation, and having produced his drivers license as identification, and took an oath wherein he acknowledged before me that he executed these articles of incorporation

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the state and county aforesaid the 22<sup>nd</sup> day of July, 2001.

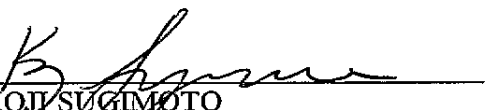
  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at large



My commission expires:

Acceptance of Registered Agent

I, the undersigned, having been named to accept service of process for the above corporation, at the place designated in this certificate, hereby do accept to act in that capacity and agree to comply with the provisions of said relative to keeping open said office.

  
\_\_\_\_\_  
KOJI SUGIMOTO

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