

CAPITAL CONNECTION, INC.

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

FILED

01 DEC 19 PM 4:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P01000119956

*Speed Extreme Performance
and Audio Inc*

300004714463--6
-12/07/01 -01053--002
*****78.75 *****78.75

- ☒ 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 **W01-27975**
- _____ UCC 11 Search **J. BRYAN DEC -7, 2001**
- _____ UCC 11 Retrieval **J. BRYAN DEC 19 2001**
- _____ Courier _____

Signature _____

Requested by: *SW*

Name _____

Date *12/7*

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 7, 2001

CAPITAL CONNECTION, INC.

SUBJECT: SPEED EXTREME PERFORMANCE AND AUDIO, INC.
Ref. Number: W01000027975

RECEIVED
01 DEC 18 PM 2:00
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE

We have received your document for SPEED EXTREME PERFORMANCE AND AUDIO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s).

The corporation you listed as registered agent, is not registered with our office. They must be registered with an active status to act as registered agent.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 401A00064752

Corrected



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 18, 2001

CAPITAL CONNECTION, INC.

SUBJECT: CARSON INVESTMENT INCORPORATED
Ref. Number: W01000027975

We have received your document for CARSON INVESTMENT INCORPORATED and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Registered Agent you listed is not registered with our office. Please correct your Articles to show the correct Registered Agent & Incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 001A00066313

Corrected

RECEIVED
01 DEC 19 PM 12:45
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION
OF
CARSON INVESTMENT INCORPORATED

FILED
01 DEC 19 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts the following Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with powers, rights, privileges and immunities hereinafter mentioned, and do hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation and to that end, by this Certificate, do set forth:

ARTICLE I

The name of this corporation (hereinafter called the "Corporation") is Lead Incorporation Carson Investment Incorporated.

ARTICLE II

The principal office of the Corporation shall be in the City of Orlando, County of Orange, more particularly, 725 South Goldwyn Avenue, Suite B, Orlando, Florida 32805.

ARTICLE III

SECTION 1. The maximum number of shares of Common Stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) with a par value of \$1.00.

SECTION 2. The Board of Directors may determine at the time of issuance of any shares of Common Stock of the Corporation issued for cash, or within sixty (60) days after the issuance of said shares of the Corporation's Common Stock issued for property other than cash, what part of the consideration as may be received in excess of the part thereof which shall be determined to be capital, as aforesaid shall be surplus or net assets in excess of cash.

SECTION 3. All holders of Common Stock are entitled to vote on all questions required by law on the bases of one vote per share. All holders of Common Stock shall have preemptive rights of purchase the Corporation's securities.

SECTION 4. (a) Every holder of shares in the Corporation shall be entitled to have a certificate representing all shares to which her or she is entitled; and such certificate shall be signed by the president and the secretary or an assistant secretary of the Corporation and may be sealed with the seal of the Corporation or a facsimile thereof. The signature of the president or vice president and the secretary or assistant secretary may be facsimile if the certificate is manually signed on behalf of a transfer agent or a registrar other than the Corporation itself or an employee of the Corporation. In case any officer who signed, or officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issuance.

(b) Every certificate representing shares which are restricted as to the sales, disposition, or other transfer of such shares shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Corporation will furnish to any holders of Common Stock, upon request and without charge, a full statement of such restrictions.

ARTICLE IV

The registered agent of this Corporation shall be Lead Inc. *of Central Florida* and the registered office shall be located at 725 South Goldwyn Avenue, Orlando, Florida 32805.

ARTICLE V

The name and address of the incorporator of this Corporation is: Lead Inc. *of Central Florida* 725 South Goldwyn Avenue, Orlando, Florida 32805.

ARTICLE VI

SECTION 1. The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do.

SECTION 2. Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a partnership of natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out or the powers hereinabove specifically delegated or implied.

SECTION 3. To do and perform all other acts and things which may be necessary or desirable in carrying out the full intents and purposes of this Corporation whether or not such business is similar in nature to the objects enumerated in its Certificate of Incorporation.

SECTION 4. To make By-Laws not inconsistent with the laws of this state for the administration of the business and interests of the Corporation.

SECTION 5. To exercise the powers conferred upon corporations by the Statutes of Florida.

SECTION 6. This Corporation is organized under the provisions of Chapter 607, Florida Statutes, commonly known as the "Florida Business Corporation Act (1989)."

ARTICLE VII

SECTION 1. (a) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(b) The Corporation shall have the preemptive right to repurchase the repurchase the shares of Common Stock held by an individual at the time of his or her death. All shares of Common Stock not repurchased by the then existing holders of the Corporation's Common Stock.

ARTICLE VIII

The amount of capital stock with which this Corporation shall begin business shall be the sum of One Hundred Dollars (\$100.00).

ARTICLE IX

This Corporation shall have perpetual existence. The existence of this Corporation shall commence as of the filing of the Article of Incorporation.

ARTICLE X

The number of directors on the first Board of Directors of this Corporation shall be one (1) Directors may be holders of Common Stock. In case of a vacancy in the Board of Directors for any reason, the remaining members of the Board, or if none exist, the stockholders may elect directors to fill such vacancy or vacancies. The Board of Directors may increase the number of directors, but the number of directors shall never be less than one (1).

ARTICLE XI

The names and addresses of the Board of Directors of this Corporation are as follows:

Beverley Bethel President

Jon L. Eason Vice President

Leslie Berkeley Chief Financial Officer

Shelia Johnson Treasurer

725 South Goldwyn Avenue, Suite B
Orlando, Florida 32805

Said Director shall hold office until successors are elected and qualified.

ARTICLE XII

The executive officers of this Corporation shall be President, a Vice President, Treasurer and Secretary. All officers may be directors.

The Corporation may also have such other officers and agents as may be deemed necessary, and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the By-Laws, or as determined by the Board of Directors.

ARTICLE XIII

The Corporation shall the power to indemnify, to the full extent permitted by the Laws of Florida, any incorporator, and officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person, who at the request of the Corporation, is or was serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement In designating the registered office/ registered agent, in the State of Florida.

1. The name of the Corporation is:


Carson Investment Inc.

2. The name and address of the registered agent and office is:

Lead Inc. Of Central Florida
725 Goldwyn Avenue
Orlando Florida 32805

HAVING BEEN NAMED AS REGISTERED AGENT AND DO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____



DATE: _____

13th December 2001

Incorporator / Registered Agent

FILED
01 DEC 19 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA