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*Law Offices of*  
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January 7, 2002

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

**Subject: Cal East Holdings, Inc.**

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-01/09/02--01026--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

To Whom It May Concern:

Enclosed is an original plus one copy of the Articles of Incorporation for Cal East Holdings, Inc., plus my firm Operating Account Check # 3287 in the amount of \$87.50, which represents the fee for filing, a certified copy and certificate.

Upon review and acceptance, please return the appropriate documents to me, along with information on how to obtain a Tax Identification Number, at my firm address above.

If you have any questions about the foregoing or the enclosed, please feel free to contact me at my office telephone number. Thank you for your kind and expeditious handling of the foregoing.

Very truly yours,

  
JOANNE FANIZZA

JF/ral  
Enclosures (noted)

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8/1/14/02

**ARTICLES OF INCORPORATION OF**  
**CAL EAST HOLDINGS, INC.**

The undersigned, acting as incorporator, adopts the following Articles of Incorporation for the entity described herein pursuant to the Florida General Corporation Act:

**Article I**  
**NAME**

The name of this corporation is **Cal East Holdings, Inc.**

**Article II**  
**DURATION**

This corporation shall have perpetual existence.

**Article III**  
**PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted by the Florida General Corporation Act and not inconsistent with any other law.

**Article IV**  
**INITIAL CAPITAL STOCK**

This corporation is initially authorized to issue 100 shares of common stock, each having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**Article V**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the pre-emptive right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of any class or classes of the Corporation; and

B. Any obligation that the corporation may issue which is convertible into or exchangeable for any stock of any class or classes of the corporation, or to which is attached or

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pertinent any warrant(s) or other instrument(s) conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this pre-emptive right. This right may also be waived in writing by the Shareholder.

**Article VI**  
**BUSINESS ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The address of the initial principal office of this corporation is **2348 Southeast 13<sup>th</sup> Court, Pompano Beach, Florida 33062**; the principal place of business of the corporation shall be **Broward County, Florida**.

**Article VII**  
**REGISTERED AGENT/INITIAL REGISTERED OFFICE**

The Registered Agent of the corporation is **Ralph Edwin Thompson, Jr.**, and the initial registered office of this corporation is **2348 Southeast 13<sup>th</sup> Court, Pompano Beach, Florida 33062**.

**Article VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall initially have two directors. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of this corporation's initial directors are:

**Ralph Edwin Thompson, Jr., President/Director**  
**Eric James Whalen, Vice President/Director**  
**2348 Southeast 13<sup>th</sup> Court**  
**Pompano Beach, Florida 33062**

**Article IX**  
**INCORPORATORS**

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

**Ralph Edwin Thompson, Jr., President/Director**  
**2348 Southeast 13<sup>th</sup> Court**  
**Pompano Beach, Florida 33062**

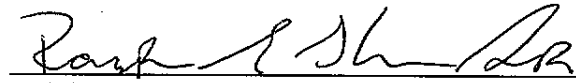
**Article X**  
**INDEMNIFICATION**

This corporation shall indemnify and hold harmless any officers or directors, or any former officers or directors, to the full extent permitted by law. The officers and directors shall not have personal liability for any debts of the corporation, to the full extent permitted by law.

**Article XI**  
**AMENDMENTS**

This corporation reserves the right to modify, amend or repeal any of the provisions contained within these Articles of Incorporation, or any amendments thereto, in accordance with Florida law; any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Incorporation on this 7<sup>th</sup> day of **January, 2002.**

  
Ralph Edwin Thompson, Jr.

STATE OF FLORIDA       )  
                                      ):ss  
COUNTY OF BROWARD   )

BEFORE ME, the undersigned authority, personally appeared RALPH EDWIN THOMPSON, JR., who produced identification in the form of California Drivers License # 1101359116, and who is otherwise known to me to be the person who executed the foregoing Articles of Incorporation, and who also acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the County and State set forth above, on this 7<sup>th</sup> day of **January, 2002.**

  
NOTARY PUBLIC


My commission expires:



**CERTIFICATE OF REGISTERED AGENT**

In compliance with Chapters 48 and 607, Florida Statutes, and any other applicable laws, **Cal East Holdings Inc.**, desiring to organize and/or qualify as a corporation under the laws of the State of Florida, and with its principal place of business at **2348 Southeast 13<sup>th</sup> Court, Pompano Beach, Florida**, does hereby designate **Ralph Edwin Thompson, Jr., 2348 Southeast 13<sup>th</sup> Court, Pompano Beach, Florida**, as its registered agent to accept service of process within Florida.

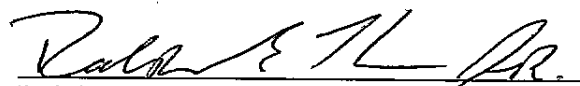
Dated this 7<sup>th</sup> day of **January, 2002**.

  
Ralph Edwin Thompson, Jr.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated Registered Agent to accept service of process on the aforementioned and described Corporation at the location designated above to accept service of process, I hereby accept my appointment as Registered Agent simultaneously with my designation as same, I agree to comply with the provisions of all statutes pertinent to the proper and efficient performance of my duties as same, and I further attest that I am familiar with the obligations of the position.

Dated this 7<sup>th</sup> day of **January, 2002**.

  
Ralph Edwin Thompson, Jr.

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