

PO1000033249

SMITH MACKINNON, PA
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

JOHN P. GREELEY

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7200
FACSIMILE (407) 843-2408
E-MAIL: JPG7300@AOL.COM

March 20, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 21 AM 9:56

Via Federal Express

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

100005139251--1
-03/21/02--01050--005
*****87.50 *****87.50

Re: Commerce National of Florida, Inc.

Dear Sir/Madam:

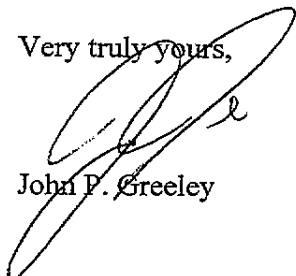
Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$87.50 (\$35.00 for filing fee, \$35.00 for registered agent designation and \$17.50 for two certified copies of the Articles of Incorporation); and
3. Two photocopies of the executed Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us two certified copies of the Articles. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:erw
Enclosures
Copy to: Guy Colado

nc 3/27

ARTICLES OF INCORPORATION

OF

COMMERCE NATIONAL OF FLORIDA, INC.

FILLED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

02 MAR 21 AM 9:56

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Commerce National of Florida, Inc.

ARTICLE II

Duration

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 3,000,000 with a par value of \$0.01 per share.

B. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. Preemptive Rights.

No shareholder of the Corporation shall have any preemptive or preferential right to purchase any stock of any class that the Corporation may issue or sell.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Winter Park, County of Orange and State of Florida, and its address there shall be, at present, 1201 South Orlando Avenue, Suite 370, Winter Park, Florida 32789, and the initial registered agent of the Corporation at that address shall be Ray D. Colado. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 1201 South Orlando Avenue, Suite 370, Winter Park, Florida 32789.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one director. The name and street address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Ray D. Colado	1201 South Orlando Avenue, Suite 370 Winter Park, Florida 32789

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

Ray D. Colado
1201 South Orlando Avenue, Suite 370
Winter Park, Florida 32789

ARTICLE VIII

Bylaws

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

ARTICLE IX

Amendment

This 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 shareholders is subject to this reservation.

ARTICLE X

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 20th day of March, 2002.

Ray D. Colado
Ray D. Colado

RDC

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 20th day of March, 2002, by Ray D. Colado.



Printed Name: John P. Greeley
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Commerce National of Florida, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Ray D. Colado as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1201 South Orlando Avenue, Suite 370, Winter Park, Florida 32789.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 20th day of March, 2002.

Ray D. Colado
Ray D. Colado, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 21 AM 9:56