

# FD200098313

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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TALLAHASSEE FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**carpe international inc.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

CARPE INTERNATIONAL INC.

WITNESSETH:

ARTICLE I

NAME

The name of the corporation shall be:

CARPE INTERNATIONAL INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be:

1880 Bellevue Way, Suite A  
Tallahassee, Florida 32304

ARTICLE III

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV

PURPOSE(S)

This Corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue 250,000 shares of \$1.00 par value common stock.

ARTICLE VI

QUORUM FOR STOCKHOLDERS MEETINGS

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Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

#### ARTICLE VII LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida statutes, unless limited as follows:

No limitations

#### ARTICLE VIII

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

JAMES COSTA  
1880 Bellevue Way, Suite A  
Tallahassee, Florida 32304

#### ARTICLE IX INCORPORATORS

The name and street address of the incorporator for these articles of incorporation

JAMES COSTA  
1880 Bellevue Way, Suite A  
Tallahassee, Florida 32304

#### ARTICLE X INITIAL BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial Directors of the corporation are as follows:

JAMES COSTA  
1880 Bellevue Way, Suite A  
Tallahassee, Florida 32304

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Matthew Klein  
10813 Palm Spring Drive  
Boca Raton, Florida 33428

Gregory Mensching  
8418 S.E. Merritt Way  
Jupiter, Florida 33458

Robert Bass  
8431 E. Louis Ave.  
Scottsdale, AZ 85257

ARTICLE XI  
INDEMNIFICATION

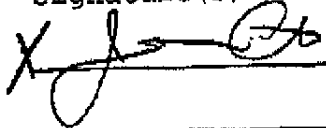
The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XII  
LIMITATION ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

The undersigned incorporator(s) has (have) executed these articles of incorporation this 21<sup>st</sup> day of August, 2002

Signature(s) of the incorporator(s)



JAMES COSTA

JAMES COSTA

Typed name of incorporator signing

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, 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: CARPÉ INTERNATIONAL INC.
2. The name and address of the registered agent and office is:

JAMES COSTA  
1880 Bellevue Way, Suite A  
Tallahassee, Florida 32304

HAVING BEEN NAMED AS REGISTERED AGENT AND TO 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:

JAMES COSTA

DATE:

8/21/02 August 21, 2002

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