

# VOCE INTERNATIONAL GROUP of COs. LTD.

**Mailing Address:**

P.O. Box 8002

Ft. Lauderdale, FL 33310

**Telephone:**

(954)-566-2707/8

(954)-958-9900 Fax

Division of Corporations  
409 E Gaines Street  
Tallahassee, FL 32399

100008207371--8  
-10/04/02-01046--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*PO2000112124*

Re: C D Development International, Inc.

Dear Sirs/Madams:

Please find attached Money Order #773479104 in the amount of \$78.75 issued by First Union Bank.

This amount represents what is required by the Division of Corporations for registration of said corporation, and also for the Certified Status. Kindly return the duplicate copy attached at your earliest convenience to:

Dr. Allan G.S. Voce  
~~PO Box 8002~~  
Ft. Lauderdale, FL 33310

Sincerely yours,

Dr. Allan G.S. Voce  
AGSV/krm

FILED  
02 OCT -4 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W03-28996*

Executive Offices 1925 NE 45th ST. Suite-234, Ft. Lauderdale, FL 33308  
GOD DIRECTS OUR BUSINESS

*QB 10/17*



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 8, 2002

DR. ALLAN G.S. VOCE  
POST OFFICE BOX 8002  
FT. LAUDERDALE, FL 33310

SUBJECT: C D DEVELOPMENT INTERNATIONAL, INC  
Ref. Number: W02000028996

We have received your document for C D DEVELOPMENT INTERNATIONAL, 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):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

ARTICLE VI IS INCOMPLETE, YOU LISTED THE ZIP CODE AND NO CITY AND STATE.

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) 245-6972.

Doris Brown  
Document Specialist  
New Filings Section

Letter Number: 702A00056260

ARTICLES OF INCORPORATION  
OF

02 OCT -4 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**C D DEVELOPMENT INTERNATIONAL, INC**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida

**ARTICLE I**

The name of this corporation shall be:

**C D DEVELOPMENT INTERNATIONAL, INC**

**ARTICLE II**

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all the things herein mentioned, as fully and to do the same to the same extent as natural persons might or could do, via:

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida.

To act as general contractors, builders, developers, sub-contractors and/or consultants in the building construction and development industry or otherwise of similar nature.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-laws, not inconsistent with law, or its certificate of incorporation, the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its

stock or other evidence of interests or membership, and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchise in this state and in any of the several states, territories, possessions and dependencies of the United States, District of Columbia and foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business. Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses or other rights and interests there under or therein. Take, hold sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of this state or government: while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchased any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates in interest not to exceed the lawful interest rate and upon such terms as it or its board of directors may deem necessary or

expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the board of directors deem expedient.

### **ARTICLE III**

The maximum number of stock this corporation authorized to be outstanding at any one time shall be 5,000 shares of common stock of the par value of \$1.00 each. The consideration to be paid for each share shall be fixed by the board of directors.

### **ARTICLE IV**

This corporation shall begin business with a capital of not less than \$500.00.

### **ARTICLE V**

The corporation shall have perpetual existence.

### **ARTICLE VI**

The principle place of business of this corporation shall be located in the city of Ft. Lauderdale, County of Broward, Florida, with post office address at 1925 N.E. 45<sup>th</sup> Street, Suite 232, zip code 33309, or at such other places within or without the State of Florida as the board of directors shall, by appropriate action hereafter, from time to time determine.

### **ARTICLE VII**

A. The business of this corporation shall be conducted and managed by its Board of directors and such board of directors shall consist of not less than three (3) members. A majority of the first board of directors named below shall have the power to approve and to adopt the by-laws of this corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the by-laws of the corporation.

C. The officers of this corporation may consist of a President and Treasurer, a Secretary and Assistant Treasurer, and a Vice President, and such other officers and agents as may be provided for the by-laws of this corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such by-laws.

D. A director may be removed with or without cause at any annual or special meeting of the stockholders only upon affirmative vote of stockholders of ninety-one percent (91%) of stock present and voting.

#### **ARTICLE VIII**

The names and post office addresses of the members of the first board of directors, who unless otherwise provided by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

Carl Dixon	1925 N.E. 45 <sup>th</sup> Street, Ste 232 Ft. Lauderdale, FL 33308	President
Carl Dixon	1925 N.E. 45 <sup>th</sup> Street, Ste 232 Ft. Lauderdale, FL 33308	Treasurer
Carl Dixon	1925 N.E. 45 <sup>th</sup> Street, Ste 232 Ft. Lauderdale, FL 33308	Secretary

#### **ARTICLE IX**

The names and post office addresses of the subscribers of these Articles of Incorporation are as follows:

Carl Dixon	1925 N.E. 45 <sup>th</sup> Street, Ste 232 Ft. Lauderdale, FL 33308	President
Carl Dixon	1925 N.E. 45 <sup>th</sup> Street, Ste 232 Ft. Lauderdale, FL 33308	Treasurer
Carl Dixon	1925 N.E. 45 <sup>th</sup> Street, Ste 232 Ft. Lauderdale, FL 33308	Secretary

#### ARTICLE X

In the event the corporation enters into contracts or transacts business with one or more of its directors, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anywise affected by the fact that such director or directors have or may have interests therein which might be affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation: **PROVIDED, HOWEVER,** that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the corporation or to any shareholders or creditor thereof or to any other person for any loss incurred by it under of by reason of any such contract or transaction, nor shall any director or directors be accountable for any gains or profits realized thereon. **PROVIDED, ALSO,** that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

#### ARTICLE XI

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expense include attorney's fees and the cost of reasonable settlements made with a view of curtailment of costs of litigation), except in relations to matters as to which he finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right or indemnification

shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights indemnification shall inure the benefit of the heirs, executors, and the administrator of any such director or officer.

#### **ARTICLE XII**

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation nor shall he be liable, if in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

#### **ARTICLE XIII**

These Articles of Incorporations may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one percent (51%) of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

#### **ARTICLE XIV**

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth of the action shall be signed by all, but not less than all, of the share holders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all the directors, severally or collectively, likewise, consent in writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.



IN WITNESS WHEREOF, the subscribers hereto have hereunto set their  
hand and seal this 26<sup>th</sup> day of SEPTEMBER, A.D. Two Thousand and  
Two.

CDixon (SEAL)  
Carl Dixon

CDixon (SEAL)  
Carl Dixon

CDixon (SEAL)  
Carl Dixon

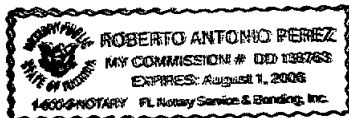
STATE OF FLORIDA )

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I HEREBY CERTIFY that on this date, before me, a Notary Public duly authorized in  
the State of Florida and County aforesaid to take acknowledges, personally appeared  
Carl Dixon, to me well known to be persons described in, and who executed the  
foregoing Articles of Incorporation, and they acknowledged before me that they  
subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid this  
26 day of SEPT, A.D. Two Thousand and Two.



[Signature]  
Notary Public  
State of Florida

My Commission Expires:

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

[Signature]  
ALLAN G. S. VOCE, Agent  
1925 NE 45th Street, #234  
Ft. Lauderdale, FL 33308

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