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To:
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

south cumberland corp. II

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
SOUTH CUMBERLAND CORP. II**

EFFECTIVE DATE
4-8-2003

④

ARTICLE I. CORPORATE NAME.

The name of this corporation is: South Cumberland Corp. II, a Florida corporation.
Corporate Address: 240 East Flagler Street, Miami, Florida 33131.

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: April 8, 2003.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

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- A. Designation:** The stock of this corporation shall be known as Common Stock.
- B. Authorized:** The maximum number of shares of Common Stock that this corporation may issue is: 750 shares.
- C. Par Value:** Each share of Common Stock shall have a par value of \$10.00.
- D. Consideration:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-assessability:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights:** Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights:** Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of of this corporation remaining after payment of all corporate debts and obligations.

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TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of section 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.

First - That South Cumberland Corp. II desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Cesar R. Camacho, Esq. located at 240 East Flagler Street, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

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 STATUES 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: 
Cesar R. Camacho, Registered Agent

This Instrument was prepared by:
Cesar R. Camacho, Esq.
240 East Flagler Street
Miami, Florida 33131
Florida Bar No. 198005

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