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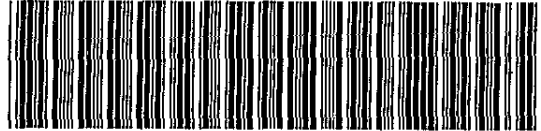
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TALLAHASSEE, FLORIDA

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**PK**  

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**PERRY & KERN, P.A.**  
ATTORNEYS AT LAW

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MICHELLE D. EDWARDS

LEGAL ASSISTANTS  
SALLY M. TAYLOR  
JENNIFER L. TORRENCE

May 15, 2003

**Via Federal Express**

Florida Department of State  
Division of Corporations  
403 E. Gaines St.  
P.O. Box 6327  
Tallahassee, FL 32314

RE: COG, INC.


Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our trust account check in the amount of \$78.75 representing \$35.00 filing fee, \$8.75 certified copy fee, and \$35.00 designation.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,

  
Jennifer L. Torrence  
Assistant to Keith D. Kern

:jlt  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
COG CORP.**

FILED  
03 MAY 16 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is COG CORP.

**ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this corporation is:

6136 Sandhill Circle  
Lake Worth, FL 33467

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to issue is One Thousand (1000), which shares shall be common stock having a one dollar (\$1.00) par value.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 50 S.E. 4th Street, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Keith D. Kern, Esq.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this corporation is:

Carl Columbia  
1463 Estuary Trail  
Delray Beach, Florida 33483

**ARTICLE VI - PURPOSE**

This corporation is organized for the purpose of buying, selling, exchanging, leasing, granting, improving, developing, managing, maintaining, and operating real property of every kind, as principal, agent, or broker, and on commission or otherwise; to act as loan broker, and generally do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments and the doing of any and all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary or proper for or incidental to the furtherance of the purposes herein mentioned or in any other activity or business permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Carl Columbia  
1463 Estuary Trail  
Delray Beach, FL 33483

Diana O'Hara  
100 North Lake Shore Drive  
Hypoluxo, FL 33462

#### **ARTICLE VIII- INITIAL OFFICERS**

The names and addresses of the initial Officers of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Carl Columbia, President  
1463 Estuary Trail  
Delray Beach, FL 33483

Dan Gile, Vice President  
6136 Sandhill Circle  
Lake Worth, FL 33467

Felix A. Dinielli, Secretary  
100 North Lake Shore Drive  
Hypoluxo, FL 33462

Diana O'Hara, Treasurer  
100 North Lake Shore Drive  
Hypoluxo, FL 33462

#### **ARTICLE IX - BYLAWS**

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

#### **ARTICLE X - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE XI - INDEMNIFICATION**

This corporation may be empowered to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII - INFORMAL ACTION**

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of MAY, 2003.

  
CARL COLUMBIA

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this 15<sup>th</sup> day of MAY, 2003.

  
KEITH D. KERN, Registered Agent