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# TRANSMITTAL LETTER

2004 MAR 22 PM 1: 07

March 12, 2004

TALLAHASSEE FLORIDA

Department of State of Florida Division of Corporations - Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

SUBJECT: DCD Group Incorporated, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for (please check those that apply):

≥ \$ 70.00 (	Filing Fee	e)	· · · · · · · · · · · · · · · · · · ·	
Other Fee \$		Description		
Other Fee \$	-	Description		

FROM:

Darren & Cristiane Cacace

805 Garnet Circle Weston, FL 33326

2004 MAR 22 PM 1: 07

# ARTICLES OF INCORPORATION

**OF** 

TALLAHASSEE FLORIDA

## DCD GROUP INCORPORATED, INC.

We, the undersigned persons acting as incorporators, pursuant to the state of Florida, adopt the following Articles of Incorporation for such Corporation:

### Article I

The name of the corporation is DCD Group Incorporated, Inc.

#### Article II

The purpose or purposes for which the corporation is organized is to engage in real estate investing. The corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the laws of the State of Florida.

## Article III

The corporation shall have authority to issue 1000 shares of stock which stock shall be of one class only, which shall be common voting stock. The stock shall have a par value of One Dollar per share.

Article IV

The principle address of the corporation shall be:

805 Garnet Circle Weston, FL 33326

The name and address of the corporation's initial registered agent shall be:

Name: Darren Michael Cacace

Address: 805 Garnet Circle, Weston, FL 33326

I hereby acknowledge and accept appointment as corporation registered agent:

Daven Michael Cacale
Signature

## Article V

The names and addresses of the incorporators are:

## Name and address

- 1. Darren Michael Cacace 805 Garnet Circle, Weston, FL 33326
- 2. Cristiane Calil Cacace 805 Garnet Circle, Weston, FL 33326

## Article VI

The persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are as follows:

## Name and address

- 1. Darren Michael Cacace 805 Garnet Circle, Weston, FL 33326
- 2. Cristiane Calil Cacace 805 Garnet Circle, Weston, FL 33326

#### Article VII

The initial members of the Board of Directors of the corporation shall be:

Name: Darren Michael Cacace

Address: 805 Garnet Circle, Weston, FL 33326

Name: Cristiane Calil Cacace

Address: 805 Garnet Circle, Weston, FL 33326

Name: n/a Address: n/a

They shall serve continuously until successors are elected and shall qualify.

#### Article VIII

The corporation shall not commence business until consideration of the value of at least One Thousand Dollars (\$1,000) has been received for the issuance of shares of stock.

#### Article IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of incorporation, in the manner now or hereafter to be prescribed by statute.

#### Article X

The private property of the stockholders of the corporation shall not be liable for, an shall be forever exempt from the debts, obligations and liabilities of the corporation, except for the obligation of shareholders to pay corporations the full consideration for which the shares were issued or to be issued.

#### Article XI

The board of directors by majority vote shall adopt and may from time to time amend and/or repeal By-laws for the Corporation, not inconsistent with the Corporations Articles of Incorporation and subject to any statutory restrictions imposed under Florida law.

#### Article XII

Shareholders of the corporation shall not sell, gift or otherwise transfer their shares of stock in the corporation to another individual or entity without the approval of the remaining shareholders. This approval shall be granted only by a majority vote of all issued and outstanding shares not including shares to be sold, gifted or otherwise transferred.

#### Article XIII

If a shareholder of the corporation should desire to sell, gift or otherwise transfer their shares of the corporation, the remaining shareholders shall have preemptive rights to acquire those shares. All shareholders of the corporation shall have preemptive rights to any unissued shares of stock.

## Article XIV

The Board of Directors shall have the power to create a fund for the purchase of the Corporations' stock by the corporation. Any such shares so purchased shall be deemed to be authorized but unissued stock and shall be subject to preemptive rights of the remaining stockholder.

In Witness Whereof, I/we Darren and Cristiane Cacaca	e, have executed these Articles
of Incorporation in duplicate this day of	, 2004, and say:
That they are all incorporators herein; that they i	read the above and foregoing
Articles of Incorporation: know the contents thereof a	and that the same is true to the
best of their knowledge and belief, excepting as	matters herein alleged upon

information and belief and as to those matters they believe to be true.

Danen Cacace
Signature

Signature

Signature

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