

MAY 04 2006 10:11AM FROM

T-216 P.001/006 F-953

Florida Department of State
Division of Corporations
Public Access System

SEC
DIVISION

06 MAY -4 AM 10:13

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000124481 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : SCHNEIDER WEINBERGER & BEILLY LLP
Account Number : I20030000066
Phone : (561)362-9595
Fax Number : (561)362-9612

FLORIDA PROFIT/NON PROFIT CORPORATION

MOUNTAIN VIEW CAPITAL PARTNERS INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help



May 4, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SCNEIDER WEINBERGER & BEILLY LLP

SUBJECT: MOUNTAIN VIEW CAPITAL PARTNERS, INC.
REF: W06000020793

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please list the address for the Incorporator in article VIII.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

FAX Aud. #: H06000124481
Letter Number: 906A00031724

06 MAY -4 AM 10:13

ARTICLES OF INCORPORATION
OF
MOUNTAIN VIEW CAPITAL PARTNERS INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: Mountain View Capital Partners Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 9858 Clint Moore Road, C-111, #300, Boca Raton, Florida 33496.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of Common Stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Gary Schultheis
9858 Clint Moore Road, C-111, #300
Boca Raton, Florida 33496

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one (1) Director initially.

H06000124481 3

Gary Schultheis
9858 Clint Moore Road, C-111, #300
Boca Raton, Florida 33496

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is James M. Schneider, Esq., 2200 Corporate Boulevard, N.W., Suite 210, Boca Raton, Florida 33431

ARTICLE IX
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

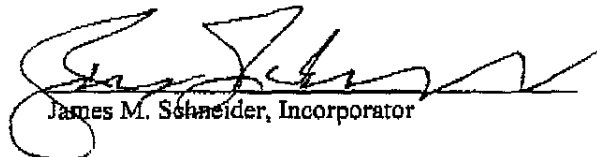
ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 7th day of May 2006.

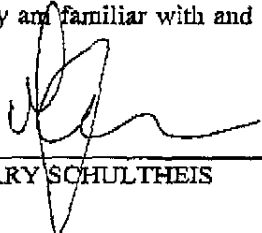

James M. Schneider, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

MOUNTAIN VIEW CAPITAL PARTNERS INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 9858 Clint Moore Road, C-111, #300, Boca Raton, Florida 33496 has named Gary Schultheis whose address is 9858 Clint Moore Road, C-111, #300, Boca Raton, Florida 33496 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



GARY SCHULTHEIS

06 MAY -1 11:10:14