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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

C.S. 5-19

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Banner & Magnetic Center

Signature

Requested by:

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Name

Date

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- ☐ Cert. Copy
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- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
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- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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**ARTICLES OF INCORPORATION**

**OF**

**BANNER & MAGNETIC CENTER, INC.**

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**BANNER & MAGNETIC CENTER, INC.**

**ARTICLE II**

The general nature of the business to be transacted by the corporation is as follows:

- 1- The corporation may engage in any activity or business which is permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.
- 2- And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
- 3- And, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or negotiate bonds and mortgages, bills or exchange, promissory notes or other obligations or negotiable instruments.

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### **ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

500 Shares of Common Stock – Par Value \$1.00

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefore shall have been paid. All of such shares are to consist of one class only.

### **ARTICLE IV**

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

### **ARTICLE V**

This corporation shall commence its existence on filing, and shall exist perpetually thereafter unless sooner dissolved according to law.

### **ARTICLE VI**

The initial address of this corporation shall be 4711 AUSTRALIAN AVE. – UNIT 31 MANGONIA PARK, FL. 33407 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

### **ARTICLE VII**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote hereafter, determine that the corporation be managed by the stockholders.

### **ARTICLE VIII**

The names and addresses of the first Board of Directors are as follows:

ARMANDO CACCIAVILLANI  
3101 COLLIN DRIVE  
W. PALM BEACH, FL. 33406-0774

GLORIA CACCIAVILLANI  
3101 COLLIN DRIVE  
W. PALM BEACH, FL. 33406-0774

## **ARTICLE IX**

The names and addresses of the Initial Officers of the corporation are as follows:

President	ARMANDO CACCIAVILLANI 3101 COLLIN DRIVE W. PALM BEACH, FL. 33406-0774
Sec/Treas	GLORIA CACCIAVILLIAN 3101 COLLIN DRIVE W. PALM BEACH, FL. 33406-0774

## **ARTICLE X**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

## **ARTICLE XI**

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

## **ARTICLE XII**

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

### ARTICLE XIII

The names and post office address of the Subscribers, and the number of shares of stock they agree to take is:

ARMANDO CACCIAVILLANI  
3101 COLLIN DRIVE  
W. PALM BEACH, FL. 33406-0774  
100 SHARES

GLORIA CACCIAVILLANI  
3101 COLLIN DRIVE  
W. PALM BEACH, FL. 33406-0774  
100 SHARES

### AMENDMENT

These Articles of Incorporation 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 at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

### ACKNOWLEDGMENT

IN WITNESS THEREOF, I, the undersigned, being the original subscriber to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number set forth, and here unto set my hand and seal this 16<sup>th</sup> day of May, 2006.

  
ARMANDO CACCIAVILLANI

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1-The name of the corporation is: BANNER & MAGNETIC CENTER, INC.

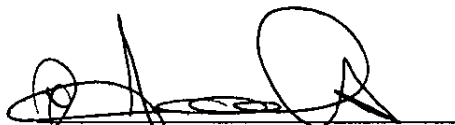
2- The name and address of the registered agent and office is :

ARMANDO CACCIAVILLANNI  
(Name)

3101 COLLIN DRIVE  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

W. PALM BEACH, FL. 33406-0774  
(CITY/STATE/ZIP)

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 statutes 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)

5-16-06  
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327 TALLAHASSEE, FL. 32314

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