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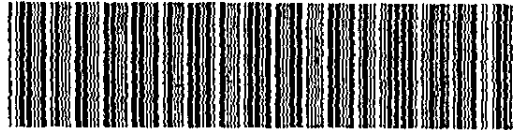
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2007 MAR -9 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C-8.3-15

ROTH & SCHOLL Attorneys at Law

866 South Dixie Highway
Coral Gables, Florida 33146
Tel 305.662.4141
Fax 305.662.3816

March 13, 2007

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

By FedEx

Attn: Ms. Carolyn Lewis

RE: CAD International, Inc.

Dear Ms. Lewis:

Enclosed are the original and one copy of the Articles of Incorporation for the above corporation. We previously paid the filing fee of \$78.75. Please file the enclosed articles, and forward me written confirmation of the same. Thank you for your anticipated prompt attention to this matter.

Very truly yours,


JEFFREY C. ROTH

JCR:gkm
Encls.

cc: Charles Allem Designs
Attn: Mr. Bradley S. Rhoad (w/encs. - by email to bsr@charlesallemdesigns.com)
Attn: Mr. Charles Allem (w/encs - by email to cpa@charlesallemdesigns.com)
Martin Horwitz, CPA (w/encs - by email to lomh@aol.com)

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ARTICLES OF INCORPORATION

OF

CAD INTERNATIONAL, INC.

2007 MAR -9 PM 12: 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is CAD INTERNATIONAL, INC.

ARTICLE II
PURPOSE

This corporation shall be authorized to transact all legal business of any nature.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is c/o Roth & Scholl, 866 South Dixie Highway, Coral Gables, FL 33146.

ARTICLE IV
CAPITAL STOCK

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per</u> <u>Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$1.00	Common

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is c/o Roth & Scholl, 866 South Dixie Highway, Coral Gables, FL 33146, and the name and address of the initial registered agent of this corporation is:

Name

Address

Jeffrey C. Roth

Roth & Scholl
866 South Dixie Highway
Coral Gables, FL 33146

ARTICLE VII
COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Name

Address

Charles Allem

c/o Roth & Scholl
866 South Dixie Highway
Coral Gables, FL 33146

ARTICLE IX
OFFICERS

The names and addresses of the initial officers of this corporation are:

Name

Address

Charles Allem - President/Secretary

c/o Roth & Scholl
866 South Dixie Highway
Coral Gables, FL 33146

John J. Misiag - Vice President of Design

c/o Roth & Scholl
866 South Dixie Highway
Coral Gables, FL 33146

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation for the purposes therein expressed is:

Name

Jeffrey C. Roth

Address

Roth & Scholl
866 South Dixie Highway
Coral Gables, FL 33146

ARTICLE XI
BY LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE XIII
AMENDMENT

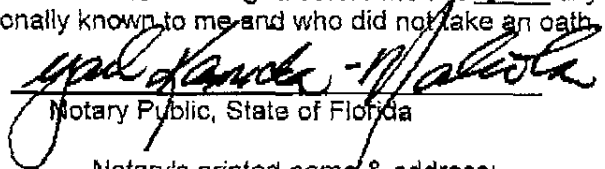
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of March, 2007.


Incorporator Jeffrey C. Roth

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to and acknowledged before me this 12th day of March, 2007 by Jeffrey C. Roth, who is personally known to me and who did not take an oath.


Notary Public, State of Florida

My Commission Expires:



Notary's printed name & address:

Gail Kamicka-Malcolm
c/o Roth & Scholl
866 South Dixie Highway
Coral Gables, FL 33146

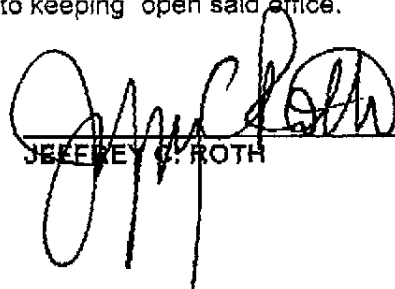
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS IN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that CAD International, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Coral Gables, County of Miami-Dade, State of Florida, has named Jeffrey C. Roth, located at Roth & Scholl, 866 South Dixie Highway, Coral Gables, FL 33146 as its agent to accept service of process within the State.

Acknowledgment:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JEFFREY C. ROTH

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