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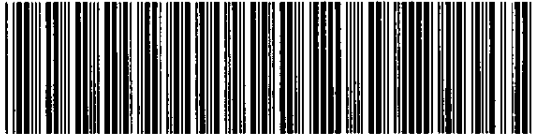
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(Business Entity Name)

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EP 3/6/08

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Cota, Inc.  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Edward W. Cota  
Name (Printed or typed)

301 S.E. Syrcle Drive  
Address

Pensacola, FL 32507  
City, State & Zip

(850) 288-1351  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
COTA, INC.**

**ARTICLE I**

The name of the Corporation is **COTA, INC.**

**ARTICLE II**

The Corporation shall have perpetual duration.

**ARTICLE III**

The Corporation is organized under the Florida Business Corporation Act.

**ARTICLE IV**

The Corporation is organized for the following purposes:

1. To perform services primarily in the business of real estate investments including acquiring, renting, renovations, selling and managing residential and commercial properties. To serve as property manager and lessor of commercial and residential properties. To engage in any lawful and legal business related thereto.
2. To purchase, improve, develop, hold, and own real estate, and to lease, mortgage, and sell the same in such parts or parcels improved or unimproved, on such terms as from time to time and manner of payment as the Corporation may, by its Board of Directors, agree.
3. To maintain and keep places for storage and warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions, and conduct all business appertaining thereto, including the making of advances on goods stored or deposited with it, and to have and to receive all the rights and emoluments thereto belonging.
4. To carry on business, in the United States or elsewhere, as factors, agents, commission merchants, or merchants to buy, sell, and deal in, at wholesale or retail, merchandise, goods wares, and commodities of every sort, kind, or description, and to carry on any other business whether manufacturing or otherwise that can be conveniently carried on within any of the corporation's objectives; to open stores, offices, or agencies throughout the United States or elsewhere, or to allow of cause the legal estate and interest in any properties or business acquired, established, or carried on by the Corporation to remain or be vested in the name of or carried on by any other company formed or to be formed, and either upon trust for or as agents or nominees of the Corporation, and to manage the affairs or take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of such company, or of holders of shares of stock or securities thereof, and to receive and distribute as profits the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake all or any part of the business, property, and liabilities of any persons or company, carrying on any kind of business that the Corporation is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions, joint venture, or cooperate with any person with which the Corporation is authorized to carry on; or any business or transaction capable of being conducted, so as, directly or indirectly to benefit the Corporation.

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**ARTICLES OF INCORPORATION  
OF  
COTA, INC.  
(Continued)**

**ARTICLE IV**

5. To have one or more offices to carry on all or any of its operations and business, and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, any of the states, districts, territories, or colonies of the United States or other country.
6. To act as a general contractor and subcontractor and to engage in the business or construction of commercial buildings or residences, and improvements and additions to same; and generally to perform or do any act customarily performed by a construction company.
7. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Florida upon corporations, and to do any or all of the things above set forth to the same extent as natural persons might or could do.
8. To transact any or all lawful business.
9. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.
10. The above and foregoing business enumerated are intended as illustrative and not restricted, and the Corporation shall have the power to handle such other business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any or all like or kindred businesses that may be necessary or profitable in conjunction with the businesses above enumerated; and generally shall have and exercise all powers, privileges, and immunities of business of like kind and nature incorporated under the laws of the State of Florida, and shall enjoy the privileges and immunities pertaining to incorporators under the laws of the State of Florida.

**ARTICLE V**

The Corporation shall have the authority, acting by its Board of Directors, to issue not more than 1,000,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VI**

The Corporation shall be authorized to issue shares of its common stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended, pursuant to such prior plans as it may from time to time adopt the initial plan for the issuance of such common stock at its organizational meeting.

**ARTICLES VII**

The Corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than Five Hundred Dollars (\$500.00) in payment for the issuance of its shares of common stock.

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**ARTICLES OF INCORPORATION  
OF  
COTA, INC.  
(Continued)**

**ARTICLE VIII**

None of the holders of shares of common stock of the Corporation shall be entitled as a matter of right to acquire any new or additional shares of capital stock of the Corporation of any class, or any options or warrants for such new or additional shares unless otherwise approved by the Board of Directors.

**ARTICLES IX**

The address of the initial registered office of the Corporation shall be *301 S.E. Syrcle Drive, Pensacola, FL 32507* and the registered agent of the Corporation at said address shall be *Edward W. Cota*.

**ARTICLE X**

The initial Board of Directors of the Corporation shall consist of the following three (3) members who shall also serve as Officers of the Corporation in the capacity specified:

- |    |                                                                |                    |
|----|----------------------------------------------------------------|--------------------|
| 1. | Edward W. Cota<br>301 S.E. Syrcle Drive<br>Pensacola, FL 32507 | Officer: President |
| 2. | Scott E. Cota<br>3119 E. Colonial Way<br>Chamblee, GA 30341    | Officer: Treasurer |
| 3. | Holly L. Cota<br>3121 E. Colonial Way<br>Chamblee, GA 30341    | Officer: Secretary |

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**ARTICLE XI**

The name and address of the incorporator is:

Edward W. Cota  
301 S.E. Syrcle Drive  
Pensacola, FL 32507

**ARTICLE XII**

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

**ARTICLE XIII  
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

**ARTICLES OF INCORPORATION  
OF  
COTA, INC.  
(Continued)**

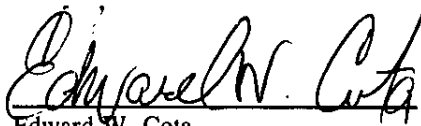
**ARTICLE XIV**

In accordance with the applicable provisions of the Florida Business Corporation Act, the corporation shall have the power, acting through its Board of Directors, to acquire its own shares out of its unreserved and unrestricted capital surplus available therefore.

**ARTICLE XV**

The mailing address of the initial principal office of preparation is *301 S.E. Syrcle Drive, Pensacola, FL 32507*.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of February, 2008.



Edward W. Cota  
Incorporator

  
Date

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**CERTIFICATE OF REGISTERED AGENT  
OF  
COTA, INC.**


**DESIGNATION OF REGISTERED AGENT**

PURSUANT to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said act:

That **COTA, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the County of Escambia, State of Florida, has named, *Edward W. Cota* whose address is 301 S.E. Syrcle Drive, Pensacola, FL 32507, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

HAVING been named to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of said act, relative to keeping open said office.

  
Edward W. Cota  
Resident and Registered Agent

*2/19/2008*  
Date

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