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2008 OCT 15 P 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-15-08  
#45784  
WC

Law Offices

*Stephen N. Rosenthal*

Mailing Address

20533 Biscayne Boulevard, #265

*Aventura, Florida 33180*

Downtown Office  
25 West Flagler Street  
Suite 1040  
Miami, Florida 33130

Telephone: (305) 931-1115

"Fax": (305) 931-1180

September 29, 2008

Florida Department of State  
Division of Corporations  
409 East. Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation of:  
C & F HOLDINGS CORP.

To Whom It May Concern:

Please be advised that the undersigned attorney represents Joe Cole Plumbing Corporation.

Pursuant to same, I am enclosing the following:

- A. Original and copy of my client's Articles of Incorporation;
- B. My check in the sum of \$85.00. If there is any overage, please retain same; and,
- C. Self addressed stamped envelope.

I would appreciate your filing the enclosed Articles, and thereafter returning a stamped copy to my office.

Thank you for your courtesy and consideration.

Very truly yours,

  
STEPHEN N. ROSENTHAL

SNR:laa  
Encl.

**ARTICLES OF INCORPORATION**  
**OF**  
**C & F HOLDINGS OF *BROWARD, INC.***  
\*\*\*\*\*

**FILED**  
2008 OCT 15 P 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

**ARTICLE I - NAME**  
**C & F HOLDINGS OF *BROWARD, INC.***

**ARTICLE II - PURPOSE**

A. To carry on and engage in the business of managing , purchasing, selling, leasing, renting, acquiring rights with respect to real and personal property together with any and all acts necessary and/or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The Corporation shall be authorized to issue capital stock in the following manner, to-wit:

(1000) shares of common stock, having no par value.

**ARTICLE IV - POWERS**

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

**ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be: 3491 Southern Orchard Road East Davie, Florida 33328

#### **ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be JOSEPH L. COLE JR. and the Registered Office shall be located at: 3491 Southern Orchard Road East , Davie Florida 33328, or such other person or such other place as the Director or Board of Directors, may from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

#### **ARTICLE VIII - OFFICERS AND DIRECTORS**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JOSEPH L. COLE JR.	President/Treasurer	3491 Southern Orchard Rd. East Davie Florida 33328
VINCENT FERRARA	Vice President/Secretary	4726 Harrison Street Hollywood, Fl. 33021

#### **ARTICLE IX**

##### **BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of one (1) but not more than five (5) persons.

#### **ARTICLE X - INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH L COLE JR.	3491 Southern Orchard Rd. East DAVIE FLORIDA 33328

#### ARTICLE XI - INCORPORATOR OR INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
JOSEPH L. COLE JR.	3491 Southern Orchard Rd. E. Davie Florida 33328	600	\$ 3,000.00
VINCENT FERRARA	4726 Harrison St. Hollywood Florida 33021	400	\$ 2,000.00

#### ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

#### ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

# ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

Deane IN WITNESS WHEREOF, I have hereunto set my hand and seal at Alhambra  
County, Florida, this 30 day of Sept, 2008

Joseph L. Cole Jr. (SEAL)  
JOSEPH L. COLE JR.  
Vincent Ferrara (SEAL)  
VINCENT FERRARA  
\_\_\_\_ (SEAL)

STATE OF FLORIDA     )  
                                      )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 30 day of September 2008, by Joseph L. Cole Jr. and Vincent Ferrara , who are personally known to me or has produced license as identification and who did (did not) take an oath; by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath; by \_\_\_\_\_ who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath; by \_\_\_\_\_ who is

personally known to me or who has produced license as  
identification and who did (did not take an oath.

  
Notary Public, State of Florida at Large

My Commission Expires:

**CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT**

FILED  
2008 OCT 15 P 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of  
C & F Holdings of Broward, and agree to serve as its Registered Agent, to accept service  
INC.  
of process within the State at its Registered Office located at: 3491 Southern Orchard Rd.  
East Davie Florida 33328

  
JOSEPH L. COLE JR. Registered Agent