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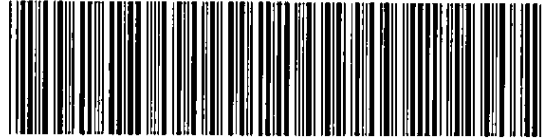
(Business Entity Name)

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DIVISION OF CORPORATIONS
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COVER LETTER

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

SUBJECT: CAP CORPORATION GROUP, 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 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: WILLIAMS&MORRIS, PC PLLC
Name (Printed or typed)
8004 NW 154TH STREET STE 646
Address
MIAMI LAKES, FL 33016
City, State & Zip
786-256-6615
Daytime Telephone number
williamsmorrispa@hotmail.com
E-mail address: (to be used for future annual report notification)

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ARTICLES OF INCORPORATION OF

CAP CORPORATION GROUP, INC.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Provisions)

ARTICLE ONE

The name of this corporation shall be:

CAP CORPORATION GROUP, INC.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States of America.

Not limited to creating Enterprise Resource Planning systems (ERP) and developing software and interactive applications, provide services related to sales support for advertisement, marketing, public relations, and communications.

ARTICLE THREE

This corporation shall have perpetual existence; unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the Date of Incorporation.

ARTICLE FOUR

The amount of capital with which the corporation shall begin business shall not be less than ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), or such greater amount as may be required by law.

ARTICLE FIVE

This corporation shall at all times have at least one (1) Director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of this corporation's board of directors, provided that the corporation shall at all times have a minimum of one (1) Director.

ARTICLE SIX

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN

This corporation is authorized to issue shares of stock as follows:

B. AUTHORIZED: The maximum number of shares of Common Stock that this Corporation may issue is 10,000 shares and the same may be fractional.

C. PAR VALUE: Each share of Common Stock shall have the par value of TEN (\$10.00) DOLLAR per share.

D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the Without fraud in the transaction, the judgment of the Board of Directors as to the value of any consideration shall be conclusive.

E. NON-ASSESSABILIT: Each Share of Common Stock shall be issued in exchange for consideration that is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stock Holders of the Corporation.

G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any cumulative voting rights.

H. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purposes.

I. LIQUIDATION RIGHTS: Holders of Common Stock are entitled to receive their pro-rated share of any assets of this Corporation remaining after payment of all corporate debts and obligations in the event of the liquidation or dissolution of this corporation.

ARTICLE EIGHT

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the record holders of the required percentage of this Corporation's shareholders entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:

Required Percentage 51%

- 2.

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2. Sale, Lease, or Exchange of all or substantially all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:

Required Percentage 51%

3. Merger or Consolidation of this Corporation into or with any other corporation:

Required Percentage 51%

4. Voluntary Dissolution of this Corporation:

Required Percentage 51%

ARTICLE NINE

No record holder of stock of any class of this Corporation shall be entitled; as of right, to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or, of bonds, certificates of indebtedness, debentures, or such securities convertible into, or carrying the right to purchase, Stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock may be issued, and disposed of by the Board of Directors to such person, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders of record, of any class, on the same terms, all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

The name and address of the initial director and shareholder are as follows:

NAME ADDRESS

PETER HADDAD - PRESIDENT

6710 MAIN STREET STE 233
MIAMI LAKES, FL 33014

ARTICLE ELEVEN.

The Registered Agent and the registered office of this Corporation shall be:

WILLIAMS&MORRIS, PC PLLC 8804 NW 154 ST Suite 646
MIAMI LAKES, FL 33016

ARTICLE TWELVE

The undersigned individual(s), competent to contract, execute this Certificate of Incorporation as its initial Subscriber(s) and Director(s). The undersigned individual(s) shall hold office as Directors until their successors have qualified, following their election or appointment. The street address in Florida of the principal office of this corporation shall be as follows:

SUBSCRIBER/DIRECTOR

PETER HADDAD - 6710 MAIN STREET Suite 233
PRESIDENT MIAMI LAKES, FL 33014

The corporation shall change its Principal office at any time.

MAILING ADDRESS: 6710 MAIN STREET Suite 233
MIAMI LAKES, FL 33014

ARTICLE THIRTEEN

Every person who now is or hereafter shall become a Director of this Corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a Director of the corporation (whether or not he or she is made a party to such action, suit or proceedings, or at the time such costs or expense is incurred by or imposed upon him/her).

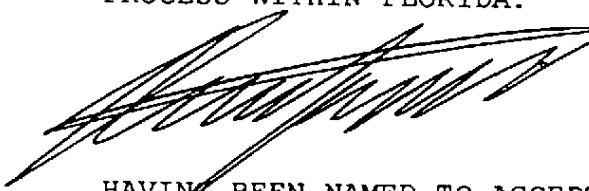
However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceedings to have been derelict in the performance of the duties imposed on him/her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

CAP CORPORATION GROUP INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF MIAMI LAKES, STATE OF FLORIDA, HAS NAMED WILLIAMS&MORRIS PC PLLC, 8004 NW 154TH STREET, SUITE 233, OF THE CITY OF MIAMI LAKES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

 WILLIAMS&MORRIS, PC PLLC.

DATE: SEPTEMBER 1, 2022

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.


Required Signature / Incorporator

date: 9/1/2022

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