

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MAR 7 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

WALK-IN Will Pick Up 37 120D

RE: Silver Cloud, Three, Inc.

18338

	C.C. FEE.	DISBURSED
Capital E. _____		
Art. of Amend. _____		
Dissolution/Withdrawal _____		
C U S _____		
Fictitious Name File _____		
Name Reservation _____		
Annual Report/Reinstatement _____		
Reg. Agent Service _____		
Document Filing _____		
Corporate Kit _____		
Vehicle Search _____		
Driving Record _____		
Document Retrieval _____		
UCC 1 or 3 File _____		
UCC 11 Search _____		
UCC 11 Retrieval _____		
File No.'s. _____ Copies _____		
Courier Service _____		
Shipping/handling _____		
Phone () _____		
Top Priority _____		
Express Mail Prop. _____		
FAX () _____ pgs. _____		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
SILVER CLOUD, THREE, INC.**

FILED
25 MAR -7 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SILVER CLOUD, THREE, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The corporation is initially authorized to issue ONE THOUSAND (1,000) shares of common stock, having a par value of One (\$1.00) dollar per share. The maximum number of shares authorized to be issued and outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, having a par value of One (\$1.00) Dollar per share. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for

such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other tangible property, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The corporation is to commence its corporate existence on the date these Articles are filed as of record, with the Secretary of State. This corporation shall exist perpetually thereafter, until dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

SILVER CLOUD, THREE, INC.
5851 N.W. 35th Avenue
Miami, FL 33142

ARTICLE VII

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

The corporation shall have ONE (1) Director initially. The number of directors may thereafter be increased to a maximum of SIX (6) by corporate resolution as may be determined by the member(s) of the Board of Directors of the corporation at the time of the resolution.

ARTICLE VIII

The name and street address of the initial director who shall hold office until successor(s) who shall be chosen at the first meeting of the stockholders, who have qualified shall be:

NAME	ADDRESS
Theodore R. Konigsberg	5851 N.W. 35th Avenue Miami, Florida 33142

ARTICLE IX

The corporation shall indemnify any present or former officer(s) or director(s), or person(s) exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

ARTICLE X

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XII

The name and street address of the person signing these Articles of Incorporation as subscribed is as follows:

NAME	ADDRESS
Theodore R. Konigsberg	5851 N.W. 35th Avenue Miami, Florida 33142

ARTICLE XIII

The street address of the initial registered office of the corporation and the name of the initial registered agent of the corporation at that address, upon whom service of process may be made, is as follows:

NAME	RESIDENT ADDRESS
Theodore R. Konigsberg	5851 N.W. 35th Avenue Miami, Florida 33142

IN WITNESS WHEREOF, the undersigned Theodore R. Konigsberg, being a natural person, competent to contract, has hereunto set his hand and seal, this 6th day of March, 1995.

BY Theodore R. Konigsberg (SEAL)
Theodore R. Konigsberg
Incorporator

STATE OF)
COUNTY OF)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Theodore R. Konigsberg known to me, whose name the foregoing instrument was executed, and that he severally acknowledged executing the same freely and voluntarily, and that I relied upon the following form__ of identification of the above-

named person _____, Alvin's License K521-811-57-1108-0

_____ and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the county and State last
aforesaid this 6th day of March, A.D. 1995.

NOTARY RUBBER STAMP SEAL

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JUNE 17, 1995
BONDED THIRD GENERAL INS. UNO.

Diane B. Hartog
Notary Signature

Diane B. Hartog
Printed Notary Signature

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN 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 SILVER CLOUD, THREE, INC., desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, and its initial registered office as indicated in the Articles of Incorporation located at 5851 N.W. 35th Avenue, Miami, Florida 33142, has named Theodore R. Konigsberg, as its registered agent to accept services of process within this state, at the address of its initial registered office.

ACKNOWLEDGEMENT

Having named to accept services of process for SILVER CLOUD, THREE, INC., at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:

Theodore R. Konigsberg
Theodore R. Konigsberg
As Registered Agent