

P95000027468

Sumitaka Kawanishi  
(Requestor's Name)  
114301 11371  
(Address)  
Talcahno 32302  
(City, State, Zip) (Phone #)

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Madison Capital Management Corp.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☒ Will wait ☒ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NANCY HENDRICKS APR - 6 1995

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**Madison Capital Management Corp.**

**FILED**  
55 APR - 2 11:50  
SECRET  
FILE

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME and PRINCIPAL OFFICE**

The name of this corporation shall be **Madison Capital Management Corp.** and the principal place of business and mailing address of this corporation shall be c/o Haft & Associates, P.A., Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900. The corporation has the privilege of having branch offices within or without the State of Florida.

**ARTICLE II**  
**DURATION**

This corporation shall commence its existence as of the filing of these Articles with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSE**

This corporation may engage in the investment and financial advisory business and any other activity or business permitted under the laws of the State of Florida.

#### **ARTICLE IV CAPITALIZATION**

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

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
10,000	\$ .01	Common

Consideration for stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

#### **ARTICLE V INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900, and the initial registered agent at that address shall be Haft & Associates, P.A.

#### **ARTICLE VI INCORPORATOR; INITIAL DIRECTOR**

The name and address of the Incorporator is Barry J. Haft, Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900. The initial director is David S. Batcheller, Jr.

**ARTICLE VII  
DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

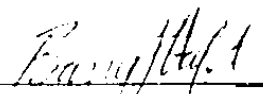
**ARTICLE VIII  
NO SHAREHOLDER LIABILITY**

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

**ARTICLE IX  
INDEMNIFICATION**

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5th day of April, 1995.

  
\_\_\_\_\_  
Barry J. Haft, Incorporator

**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 the laws of the State of Florida, the following is submitted:

Madison Capital Management Corp., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900, has named HAFT & ASSOCIATES, P.A., Suite 2702, 1001 South Bayshore Drive, Miami, Dade County, Florida 33131-4900, as its statutory Resident Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

HAFT & ASSOCIATES, P.A.

By: *Barry J. Haft*  
Barry J. Haft, President

DATED: April 5, 1995

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June 6, 1995

Sandra B. Northam  
Secretary of State  
Florida Department of State  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, Florida 32314

To Whom it May Concern:

As of the above date I hereby declare the change to the mailing address of MADISON CAPITAL MANAGEMENT CORPORATION, EIN # 65-0583493 from HAFT & ASSOCIATES, P.A., 1001 SOUTH BAYSHORE DRIVE, MIAMI, FLORIDA 33131-4900, SUITE 2702.

The new business address is as follows:  
MADISON CAPITAL MANAGEMENT CORPORATION  
C/O DAVID S. BATCHELLER, JR.  
ONE S.E. 15<sup>th</sup> ROAD, Suite # 275  
MIAMI, FLORIDA 33129

Phone/Fax: 305-577-0089.

Both the SS4 & the 2553 forms for the IRS have been filed with the new address as listed above.

Thank-you for your consideration with this matter.

Sincerely,

David S. Batcheller, Jr.

David S. Batcheller, Jr.  
Director

JK  
6-16-95