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TAX & ESTATE PLANNING  
THOMAS C. WALSER, ESQ., ATTORNEY  
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PETER HOWLE, ACCOUNTANT  
GARY LATMAN, ACCOUNTANT

SECRETARY OF STATE  
JESSE F. WEISS  
DANIEL M. NIU  
MONA WEISS  
GISELE ASMAR

**95000031294**

April 12, 1995

Secretary of State of Florida  
Corporation Division  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

300001457843  
-04/17/95--01050--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **SUGAR BEAR CAPITAL, INC.**

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$122.50 covering the filing fees and costs as follows:

Filing Certificate of Incorporation .....	\$35.00
One (1) Certified Copy .....	52.50
Designation of Registered Agent .....	<u>35.00</u>
Total .....	<u>\$122.50</u>

Hc 4/21

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 17 AM 9:44

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,

*Tom Walser*

Thomas C. Walser

TCW:lm

cc: Michael Furfaro

**STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF**

**SUGAR BEAR CAPITAL, INC.**

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is **SUGAR BEAR CAPITAL, INC.** The principal office and mailing address is 1605 South US-1, #104, Jupiter, FL 33477.

**ARTICLE II**

This corporation is to exist perpetually.

**ARTICLE III**

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at 1.00 par value.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 17 PM 9:46

#### **ARTICLE V**

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

#### **ARTICLE VI**

Provisions for the regulation of the internal affairs of the corporation are:  
None.

#### **ARTICLE VII**

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Suite 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser, Esq..

#### **ARTICLE VIII**

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the names and addresses of the person(s) who is/are to serve as Director(s) until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is/are:

**NAME**

Michael Furfuro

**ADDRESS(ES)**

1605 South US-1, #104  
Jupiter, FL 33477

**ARTICLE IX**

The name and address of each incorporator is/are:

**NAME(S)**

Thomas C. Walser, Esq.

**ADDRESS(ES)**

7015 Beracasa Way, Suite 201  
Boca Raton, FL 33433

DATED this 12 day of April, 1995.

Thomas C. Walser  
Thomas C. Walser, Esq., Incorporator

STATE OF FLORIDA )

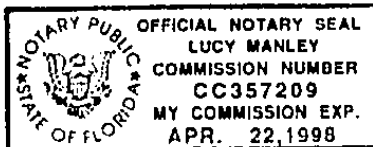
COUNTY OF PALM BEACH )

)ss:

The foregoing instrument was acknowledged before me, this 12 day of April, 1995, by Thomas C. Walser, Esq. who is personally known to me, or who has produced a x/a as identification.

My Commission Expires:

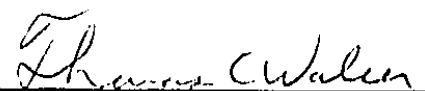
Lucy Manley  
Notary Public



LUCY MANLEY

**CONSENT OF REGISTERED AGENT**

I, Thomas C. Walser, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.

  
\_\_\_\_\_  
Thomas C. Walser, Esq.,  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 17 PM 9:44