

P950000383/2

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 \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAY 15 PM 1:08

AB 5/15/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *↓* _____

WALK-IN Will Pick Up *5:15* _____

RE: *Palm Beach Capital Group, Inc.*

95 MAY 15

DIVISION OF CORPORATION C.C. FEE.

DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Cert. Copy(s)	_____	_____
<i>Photo Copy</i>	_____	_____
Art. of Amend. File	_____	_____
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 Prep.	_____	_____
FAX () pgs.	_____	_____

600881487546
 05/15/95 01023-047
 *****20.00 *****20.00

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 15 PM 1:08

**ARTICLES OF INCORPORATION
OF
PALM BEACH CAPITAL GROUP, INC.**

I, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

PALM BEACH CAPITAL GROUP, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and the object and purposes proposed to be transacted and carried on is consulting, and any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIVE HUNDRED (500) shares of \$1.00 par value.

All of said 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 this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Carmine A. DellaSala	525 Flagler Drive, Suite 201 West Palm Beach, Florida 33401	same

The registered office of the corporation and its principal place of business shall be 525 Flagler

Drive, Suite 201, West Palm Beach, Florida 33401, with the privilege of having branch offices at other places within or without the State of Florida. The registered agent at the above address shall be Carmine A. DellaSala.

ARTICLE VII

OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Carmine A. DellaSala	525 Flagler Drive, Suite 201 West Palm Beach, Florida 33401	President

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII

SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Carmine A. DellaSala	525 Flagler Drive, Suite 201 West Palm Beach, Florida 33401	500

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and I do agree to take the number of shares hereinabove

set forth, and hereunto set my hand and seal this 12 day of May, 1995.

In the presence of:

Kelly L Hurley
Don Macell

Carmine A. Dellasala
CARMINE A. DELLASALA

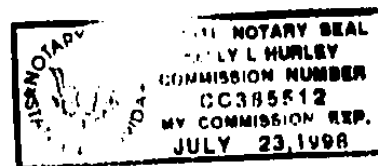
STATE OF FLORIDA)

) ss

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, CARMINE A. DELLASALA, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed the same for the purposes therein express.

By: Kelly L Hurley
Name: Kelly L Hurley
Notary Public-State of Florida
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 15 PM 1:08

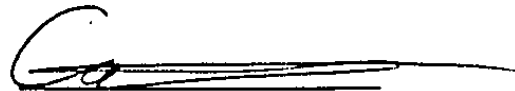
To: The Department of State
Tallahassee, Florida 32304

**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 607.325 of the Florida General Corporation Act, the following is submitted:

PALM BEACH CAPITAL GROUP, INC., with its place of business at 525 Flagler Drive, Suite 201, West Palm Beach, Florida 33401 has named Carmine A. DellaSala located at 525 Flagler Drive, Suite 201, West Palm Beach, Florida 33401, as its agent to accept service of process within Florida.

Dated: May 12, 1995.



Incorporator

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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: May 12, 1995.



Registered Agent

CAPITAL CONNECTION, INC.

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P95000038312

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 \$ _____

RE: Palm Beach Capital

95 MAY 22 11 21 AM '95
 DIVISION OF CORPORATE REGISTRATION
 TALLAHASSEE, FLORIDA

☐ Corp. Sec.
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () Cert. Copy(s)
☒ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

*****35.00 *****35.00

☐ 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 Prep.
☐ FAX () pgs.

SUBTOTALS _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY APK CK No. Added

WALK-IN Will Pick Up 5:23 1100 "director per Alice"

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$ <u>5/22</u>
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

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 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PALM BEACH CAPITAL GROUP, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VI shall be amended as follows:
"The Suite # for the registered office shall be changed to 301."

Article VII shall be amended as follows:

"CHRISTIAN J. HAINSWORTH shall be added as VICE PRESIDENT. His address is 525 FLAGLER DRIVE, SUITE 301, WEST PALM BEACH, FLORIDA 33401.

Article VIII shall be amended as follows:

"CARMINE A. DELLASALA shall only have 250 shares of stock."

"CHRISTIAN J. HAINSWORTH shall be added as a subscriber, at the above address, and shall have 250 shares of stock."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: MAY 18, 1995.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 18 of MAY, 19 95.

Signature

Carmine A. Dellasala Pres.
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CARMINE A. DELLASALA

Typed or printed name

PRESIDENT/DIRECTOR

Title