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**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 \$ \_\_\_\_\_

*BMC*  
*1-26-96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY			

WALK-IN  
WM Pick Up

*CD* *1-26*

RE: Chadway Enterprises, Inc.

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate K11		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

<b>SUBTOTALS</b>	
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

RECEIVED  
JAN 26 3 56 PM '96  
FILED  
DIVISION OF CORP. & STATE AFFAIRS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CHADWAY ENTERPRISES, INC.**

**FILED**  
96 JAN 26 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is CHADWAY Enterprises, Inc.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The effective date of this corporation shall be the date of the filing of these Articles with the Secretary of State of Florida and the duration of this corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

**ARTICLE V - AUTHORITY TO ISSUE WARRANTS**

The corporation is hereby expressly authorized and empowered, from time to time, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class of series of other securities, whether now or hereafter authorized, such rights or options to be evidenced by or in such warrants of other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which, any such shares or other securities

may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

#### **ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

#### **ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 13281 52<sup>nd</sup> Place South, Lake Worth, Florida 33467 and the name of its initial registered agent at that address is Richard W. Pearson. The principal place of business shall also be at that same address.

#### **ARTICLE VIII - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is two (2). The name(s) and address(es) of persons who are to serve as directors until the first annual meeting of shareholders, or until his/her or their successors are elected and qualified, as appointed by the Incorporator of the Corporation, (is) are:

<u>Name</u>	<u>Address</u>
Richard W. Pearson	13281 52 <sup>nd</sup> Place South Lake Worth, Florida 33467
Dawn Pearson	13281 52 <sup>nd</sup> Place South Lake Worth, Florida 33467

### ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

<u>Name</u>	<u>Address</u>
Richard W. Pearson	13281 52 <sup>nd</sup> Place South Lake Worth, Florida 33467

### ARTICLE X - COMMON DIRECTORS

#### TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

### ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

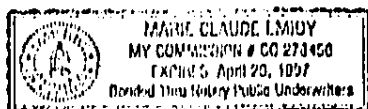
DATED THIS 24 day of Jan, 1996.

Richard W. Pearson  
Richard W. Pearson, Incorporator

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 24 day of January, 1996,  
by Richard W. Pearson,

N who is personally known to me  
who has produced FL DL P685-759-33-003 as identification



Marie Claude Emery  
Marie Claude Emery  
(Print name of Notary)

Notary Public

Commission Number: CC 278456

**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 Florida Statutes, the following is submitted:

CHADWAY Enterprises, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Richard W. Pearson, located at 13281 5<sup>th</sup> Place South, Lake Worth, Florida 33467, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGEMENT AND ACCEPTANCE**

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.

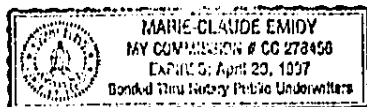
DATED: 24 Jan., 1996

Richard W. Pearson  
Richard W. Pearson, Registered Agent

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me this 24 day of January, 1996, by Richard W. Pearson,

☐ who is personally known to me  
☒ who has produced FD-36 # P625-75933003 as identification



Marie-claude Emidy  
(Print name of Notary)  
Notary Public  
Commission Number: CC 278456

FILED

96 JAN 26 PM 4:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

96 JAN 26 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA