

P960000 10628

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

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Service: Top Priority \_\_\_\_\_ Register \_\_\_\_\_  
One Day Service Two Day Service

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Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
96 FEB -2 PM 12:15  
DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME 12 CK No. \_\_\_\_\_  
BY mc

WALK-IN  
Will Pick Up

2/2 12:00

RE: Cozwell Corp. No. 52280

96 FEB -2 PM 1:34

SECRET  
TALLAHASSEE 02 FEB 96

DISBURSE

☒ Capital Express™  
☒ Art. of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☐ Foreign Corp. File  
☒ ( ) Cert. Copy(s)  
☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☐ C U B  
☐ Fictitious Name File  
☐ Name Reservation \*\*\*\*\*122.50 \*\*\*\*\*122.50  
☐ Annual Report/Statement  
☐ 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

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 Connect

ARTICLES OF INCORPORATION

OF

COGZWELL CORP.

FILED

93 FEB -2 PM 1:34

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be: COGZWELL CORP.

The address and mailing address of the corporation's principal office shall be:

7301-A W. Palmetto Park Rd., Suite 200C  
Boca Raton, Florida 33433

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

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

ARTICLE IV

The corporation shall have the authority to issue 1000 shares of common stock, all of one class, at One Dollar (\$1.00) par value.

ARTICLE V

The address of its initial registered office of the corporation is 240 W. Palmetto Park Road, Suite 300, Boca Raton, Florida 33432 and the name of its registered agent is Ronald R. Friedman.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

President/Secretary: PATTI FRANKEL, 841 S.W. 9th Ave., Boca Raton, Florida 33486

Vice President/Treasurer: CHRISTOPHER CONWAY, 841 S.W. 9th Ave., Boca Raton, Florida 33486

ARTICLE VII

The names and address of the incorporators are:

Patti Frankel, 841 S.W. 9th Ave., Boca Raton, Florida 33486

Christopher Conway, 841 S.W. 9th Ave., Boca Raton, Florida 33486

ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

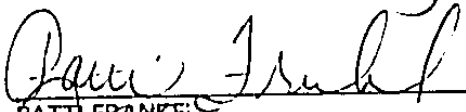
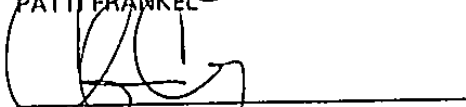
ARTICLE IX

Unless otherwise provided in this Corporation's By-Laws, no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Directors.

ARTICLE X

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 31 day of January, 1996.

  
PATTI FRANKEL  
  
CHRISTOPHER CONWAY

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STATE OF FLORIDA

: 55

COUNTY OF PALM BEACH

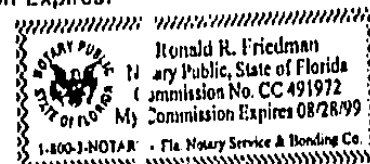
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Patti Frankel and Christopher Conway, who personally known to me or who produced        as identification and are the persons described in and who subscribed the above Articles of Incorporation, and they freely and who voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and state aforesaid, this 1<sup>st</sup> day of February, 1996.

Ronald R. Friedman  
Notary Public of the State of Florida  
My Commission Expires:

ACKNOWLEDGMENT



Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Ronald R. Friedman  
Ronald R. Friedman