

# 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 \$ \_\_\_\_\_

RE: RESCUERS FOR AMERICANS

CLAUSEY, C.O.

96 MAR -6 PM 3:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 type="checkbox"/>	Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/>	(- Cert. Copy(s))	_____	_____
<input type="checkbox"/>	Art. of Amend. File	_____	_____
<input type="checkbox"/>	Dissolution/Withdrawal	_____	_____
<input type="checkbox"/>	C U S	_____	_____
<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 Kit	_____	_____
<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.	_____	_____

## SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE 3/6 \_\_\_\_\_

TIME 10:00 \_\_\_\_\_ CK No. \_\_\_\_\_

BY DD \_\_\_\_\_

WALK-IN  
Will Pick Up \_\_\_\_\_

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts

THANK YOU  
from

ARTICLES OF INCORPORATION

OF

RECURSOS INTERAMERICANOS CLAUSEL, CO.  
(RESOURCES INTERAMERICA CLAUSEL, CO.)

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is RECURSOS INTERAMERICANOS CLAUSEL, CO. (RESOURCES INTERAMERICA CLAUSEL, CO.)

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The name and address of the principal office of this corporation is 132 10th Avenue No., Suite 102, Safety Harbor, FL 34695 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and Street address of the incorporator of this corporation is:

Gregory G. Schultz  
132 10th Avenue No.  
Suite 102  
Safety Harbor, FL 34695

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE MILLION (5,000,000) shares of common stock, each share having the par value of ONE CENT (\$.01).

5.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in

authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

5.3 The board of directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.

5.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemptions of the stock.

#### ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 7 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE 8 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered officer of this corporation is Gregory G. Schultz, 132 10th Avenue No., Suite 102, Safety Harbor, FL 34695

#### ARTICLE 10 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who

would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of March, 1996.

  
\_\_\_\_\_  
Gregory G. Schultz, Incorporator

FILED

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is RECURSOS INTERAMERICANOS CLAUSEL, CO. (RESOURCES INTERAMERICA CLAUSEL, CO.)
2. The name and address of the registered agent and office is Gregory G. Schultz, 132 10th Avenue No., Suite 102, Safety Harbor, FL 34695

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Gregory G. Schultz