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LYNNE R. THOMPSON, P.A.

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529 E. NEW HAVEN AVENUE  
MELBOURNE, FLORIDA 32901

P.O. Box 608  
MELBOURNE, FLORIDA 32902-0608

April 30, 1996

Secretary of State  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

000001807530  
-05/03/96--01076--013  
\*\*\*122.50 \*\*\*122.50

RE: CARIOCA, INC.

Dear Sir or Madam:

Please find enclosed original and one copy of Articles of Incorporation for the above referenced corporation, along with check in the amount of \$122.50 for filing fee. Please file the same and return a copy to this office.

Thank you for your assistance in this matter.

Very truly yours,

*Kathy Thompson*

Secretary to Lynne R. Thompson

Encs

FILED  
95 MAY -3 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTER MAY 8 1996

BOARD CERTIFIED SPECIALIST IN WILLS, TRUSTS AND ESTATES

ARTICLES OF INCORPORATION  
OF  
CARIOCA, INC.

FILED  
96 MAY -3 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby subscribe to the formation of a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name; Principal Place of Business

The name of the corporation shall be CARIOCA, INC. The principal office shall be located at 426 Maple Bluff Circle, Melbourne, Florida 32940.

ARTICLE II

General Nature of Business

It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares, having a par value of \$.10 per share.

#### ARTICLE IV

##### Term of Existence

This corporation shall exist perpetually.

#### ARTICLE V

##### Initial Principal Office and Registered Agent

The initial principal office of this corporation in the State of Florida will be 426 Maple Bluff Circle, Melbourne, FL 32940. The Board of Directors may from time to time move the principal office to any address in Florida. The name and address of the initial registered agent of this corporation is LYNNE R. THOMPSON, ESQUIRE, 529 E. New Haven Avenue, Melbourne, FL 32901.

#### ARTICLE VI

##### Board of Directors

(1) The initial number of Directors of this corporation is two.

(2) The number of Directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be fewer than one.

(3) The names and street addresses of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until his or her successor is elected or appointed and has qualified:

##### Name

ANTHONY T. CORREIA

##### Street Address

426 Maple Bluff Circle  
Melbourne, FL 32940

PATRICIA R. CORREIA

426 Maple Bluff Circle  
Melbourne, FL 32940

#### ARTICLE VII

##### Incorporators

The names and street addresses of the persons signing these Articles of Incorporation are:

##### Name

##### Street Address

ANTHONY T. CORREIA

426 Maple Bluff Circle  
Melbourne, FL 32940

PATRICIA R. CORREIA

426 Maple Bluff Circle  
Melbourne, FL 32940

#### ARTICLE VIII

##### Pre-emptive Rights

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX

##### Cumulative Voting

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of

his or her shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE X

##### Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the shareholders, and approved at a shareholders meeting by those holding a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

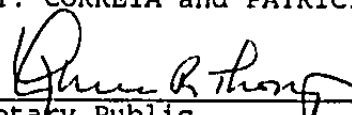
IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Melbourne, Brevard County, Florida, for the uses and purposes aforesaid, on this 29<sup>th</sup> day of April, 1996.


  
\_\_\_\_\_  
ANTHONY T. CORREIA

  
\_\_\_\_\_  
PATRICIA R. CORREIA

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 1996, by ANTHONY T. CORREIA and PATRICIA R. CORREIA who are personally known to me.

  
\_\_\_\_\_  
Notary Public  
My commission expires:

 **LYNNE R. THOMPSON**  
COMMISSION # CC 520455  
EXPIRES DEC 20, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

CERTIFICATE OF REGISTERED AGENT

Pursuant to Florida Statutes, the following is submitted in compliance with said Act: CARIOCA, INC., a corporation for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 426 Maple Bluff Circle, Melbourne, County of Brevard, State of Florida, has named LYNNE R. THOMPSON, ESQUIRE, located at 529 E. New Haven Avenue, Melbourne, Brevard County, Florida 32901, as its Registered Agent to accept service of process for the above-stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
LYNNE R. THOMPSON  
Registered Agent

FILED  
96 MAY -3 PM 2:38  
STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE