

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

*PH 5/31/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <i>5/31</i>			
TIME <i>10:00</i>			CK No. _____
BY <i>TD</i>			

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

RE:

*The Quorum*

96 MAY 31 PM 12:13

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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 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.		

## SUBTOTALS

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

RECEIVED  
 96 MAY 31 4:10 PM  
 DIVISION OF CORPORATIONS

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, 10% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
THE QUORUM CLUB, INC.**

**FILED**

96 MAY 31 PM 12:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be The Quorum Club, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purpose for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of share of capital stock that the corporation is authorized to issue and have outstanding is ONE HUNDRED THOUSAND (100,000) shares, which shall be designated as Common Shares with a par value of one cent (\$.01) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE, PRINCIPAL PLACE OF  
BUSINESS AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the State of Florida and the principal place of business for the corporation is 8204 Crystal Clear Lane, Suite 700, Orlando, Florida, 32809. The name of the initial registered agent of the corporation at such address is Margarita Montes.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of the corporation shall be two.
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified are:

<u>Name</u>	<u>Address</u>
Margarita Montes	8204 Crystal Clear Lane Suite 700 Orlando, Florida 32809
Jose R. Montes	8204 Crystal Clear Lane Suite 700 Orlando, Florida 32809

**ARTICLE VII - INCORPORATOR**

The name and street of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Margarita Montes	8204 Crystal Clear Lane Suite 700 Orlando, Florida 32809

**ARTICLE VIII - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

**ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 30 day of May, 1996.

Margaret Dixie

STATE OF FLORIDA     )  
                                  )S.S.:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 30th day of May, 1996.

Robin R. Powell  
NOTARY PUBLIC

My Commission Expires:

ROBIN R. POWELL  
Notary Public, State of Florida  
My comm. expires July 7, 1997 .  
Comm. No. CC300840  
Bonded Thru Poe & Brown, Inc.

FILED

**ACCEPTANCE BY REGISTERED AGENT**

96 MAY 31 PM 12:13

The undersigned, Margarita Montes, as registered agent appointed in and for the State of Florida, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligations imposed pursuant to SS 607.325 of the Florida General Corporation Act.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Margarita Montes