

# 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 \_\_\_\_\_

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

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

F. O. ORDER AUG 22 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	8/22		
TIME	10:50		CK No.
BY	Per		

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

RE: Investment Partners of  
Orlando, Inc

	O.C. FEE	DISBURSED
Capital Express™		
✓ Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
✓ ( ) Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
O U S -		
Fictitious Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
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 Connection

**ARTICLES OF INCORPORATION  
OF  
INVESTMENT PARTNERS OF ORLANDO, INC.**

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

FILED  
95 MAR 22 PM 1:54  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

**ARTICLE I. NAME OF CORPORATION**

The name of the corporation shall be: **INVESTMENT PARTNERS OF ORLANDO, INC.**

**ARTICLE II. DURATION**

The duration of the corporation shall be perpetual, commencing as of the date of filing of these Articles.

**ARTICLE III. PURPOSE**

The general purposes for which the corporation is formed are as follows:

- A. To transact any and all lawful business for which corporations may be formed under the Florida Corporation Act.
- B. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the purposes for which the corporation is formed.

**ARTICLE IV. CAPITAL STOCK**

- A. The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is ONE THOUSAND (1,000) shares of common stock having a par value of ONE (1) DOLLAR, which may be fractional shares.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing of value, in the judgment of the board of directors, at least equivalent to the full value of the stock so issued, and when so

issued shall become and be fully paid and non-assessable, the same as though paid for in cash. The directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles.

#### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street (mailing) address of the initial principal and registered office of the corporation shall be 750 North Maitland Avenue, Maitland, Florida 32751. The name of the registered agent at that address shall be: Randall C. Smith, Esquire.

#### ARTICLE VI INITIAL DIRECTORS

The corporation shall have a minimum of one (1) and a maximum of five (5) directors initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and street addresses of the initial director of the corporation, who shall hold office for the first year the corporation is in existence or until his successor or successors are elected or appointed and have qualified, is as follows:

<u>Name</u>	<u>Street Address</u>
Randall C. Smith, Esq.	750 North Maitland Avenue Maitland, Florida 32751

#### ARTICLE VII INCORPORATOR

The name and address of the incorporator to these Articles is as follows: Randall C. Smith, Esq., 750 North Maitland Avenue, Maitland, Florida 32751.

ARTICLE VIII BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter, and repeal by-laws for the management of the corporation, and the duties of the officers of the corporation shall be as prescribed by such by-laws.

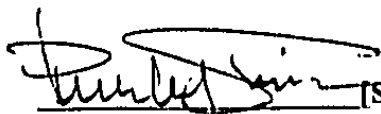
ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of stock held by the corporation in its treasury or otherwise, whether or not of the same kind, class or series as that which such shareholder then holds, to purchase his or her pro-rata or any other share of stock at the same price at which it is sold to others.

ARTICLE X AMENDMENT

These Articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal  
this 21<sup>st</sup> day of August, 1996.

  
Randall C. Smith [SEAL]

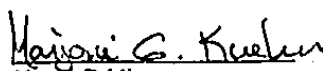
STATE OF FLORIDA           )  
                                      )  
COUNTY OF ORANGE       )       ss:

Before me the undersigned officer, on this 21<sup>st</sup> day of August, 1996, personally appeared RANDALL C. SMITH, personally well known to me or satisfactorily identified by production of a Florida drivers license to be the person who executed the foregoing Articles, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and, under the penalties of perjury, that the contents thereof are true to the best of his knowledge, information, and belief.

[Seal]



MARJORIE G. KUEHN  
COMMISSION # CC 503100  
EXPIRES OCT 18, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public  
My Commission Expires: 10/18/99

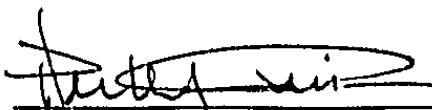
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAME OF REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

This certificate is submitted in compliance with F.S. §§ 48.091 and 607.0501(3):

**INVESTMENT PARTNERS OF ORLANDO, INC.**, desiring to organize as a corporation under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation in the City of Maitland, County of Orange, State of Florida, names the following person as its Registered Agent to accept service of process within this State: Randall C. Smith, Esq., 750 North Maitland Avenue, Maitland, Florida 32751.

**Acknowledgment**

Having been named to accept service of process for the above named corporation at the place designated in this Certificate, I hereby state that I am familiar with and accept the obligations of the position, and that I agree to act in this capacity and to comply with the provisions of the said statute relative to keeping open said office.

 8/21/96  
Randall C. Smith  
750 North Maitland Avenue  
Maitland, Florida 32751

FILED  
AUG 22 PM 1:54  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF ORANGE, FLORIDA