

P96000012534

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial director who shall hold office until their successors shall be chosen at the first meeting of the stockholders who have qualified shall be:

Michael Cottes
 4100 West Oakland Park Boulevard

ARTICLES OF INCORPORATION

H96000012534

9/09/96

FLORIDA DIVISION OF CORPORATIONS
 PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
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 CONTACT: RAY STORMONT
 PHONE: (305)541-3884

FAX #: (305)541-3801
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NAME: COTCO CORP
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EMPIRE CORPORATE KIT

P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 9, 1996

EMPIRE CORPORATE KIT COMPANY

TALLAHASSEE, FL

SUBJECT: COTCO CORP.
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We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Terri Buckley
Corporate Specialist

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
COTCO CORP.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is COTCO CORP.

ARTICLE II

The corporation is to commence its corporate existence on the date of filing and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 1100 West Oakland Park Boulevard, Wilton Manors, Florida 33311.
Kim T. Mollica, Esquire
370 Camino Gardens Blvd., Suite 118
Boca Raton, FL 33432-5826
561/394-5524-Tele. 561/394-5491-Facsimile
FAX: 850837

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6 SEP -9 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial director who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Michael Götter
1100 West Oakland Park Boulevard
Wilton Manors, Florida 33311

ARTICLE VII

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended by any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is:

Michael Götter
1100 West Oakland Park Boulevard
Wilton Manors, Florida 33311

ARTICLE XI

The street address of the initial registered office of the corporation is 1100 West Oakland Park Boulevard, Wilton Manors,

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Florida 33311, and the name of the initial registered agent of the corporation at that address is Michael Cortez.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 9 day of September 1996.

Michael Cortez
MICHAEL CORTAZ

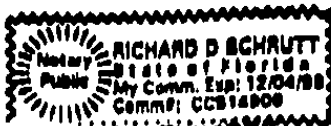
STATE OF FLORIDA

} ss.

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared MICHAEL CORTAZ, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 9 day of September 1996 at Wilton Manors, Broward County, Florida.



Richard D. Schmitt
Notary Public

MY COMMISSION EXPIRES

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CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Michael Cortez
MICHAEL CORTEZ, Registered Agent

DATED:

9-9-96

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TALLAHASSEE, FLORIDA

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