

# CAPITAL CONNECTION, INC.

417 B. 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 \$ \_\_\_\_\_

**EFFECTIVE DATE**  
**SEP 17 1996**

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY ARK

WALK-IN Will Pick Up 9:23 1200 ARK 9/23

RE: Campher, Jack

	O.C. Fee.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U S-		
<input type="checkbox"/> Fictitious Name Filing		
<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 Filing		
<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 Prop.		
<input type="checkbox"/> 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

EFFECTIVE DATE  
SEP 17 1996

FILED  
96 SEP 23 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CAMPHIER, INC.

The undersigned incorporators, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

CAMPHIER, INC.

ARTICLE II - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this corporation shall come into existence shall be the date these Articles are subscribed, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office, of this corporation is:

Felipe Herrador

and the name of the initial registered agent of this corporation at that address is:

2310 Cilantro Drive  
Orlando, FL 32837

The principal office and mailing address of this corporation is:

9757 S. Orange Blossom Trail  
Orlando, FL 32837.

#### ARTICLE VI - Directors

The initial board of directors shall be determined by the shareholders on the date of the corporations organizational meeting, after incorporation.

#### ARTICLE VII - Incorporators

The name and street address of the incorporators signing these Articles are:

<u>Name</u>	<u>Address</u>
Felipe Herrador	2310 Cilantro Drive Orlando, FL 32837
Gabriel A. Campins	2841 Hoffman Drive Orlando, FL 32837

#### ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

#### ARTICLE IX - 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 them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the

stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

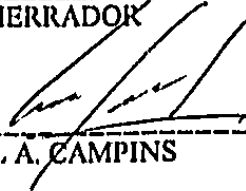
#### ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators Have executed these Articles of Incorporation this 17 day of September, 1996.



FELIPE HERRADOR



GABRIEL A. CAMPINS

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of September, 1996, by Felipe Herrador and Gabriel A. Campins who are personally known to me or who have produced their \_\_\_\_\_ as identification and who did not take an oath.



Notary Public

My Commission Expires:



ALBERTO S. BUSTAMANTE  
My Commission CC367848  
Expires Mar. 21, 1998  
Bonded by HAI  
800-422-1555

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of CAMPHER, INC.



-----  
FELIPE HERRADOR

FILED

96 SEP 23 PM 2:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

*Waynemoore gave permission to add date. 12-9-96*

*Amend 12/9/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	12/9		
TIME			CK No. _____
BY			

WALK-IN 12.00 *WZ*  
 Will Pick Up

RE: *Campbell, Inc*

	C.O. FEE.	DISBURSED
Capital Expense		
Art. of Inc. File		
Corp. Record Branch		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
O U S		
Fictitious Name File		
Name Reservation	600002023576-2	
Annual Report/Reinstatement	12/09/96-01020-016	
Reg. Agent Service	****35.00	****35.00
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.		
<b>SUBTOTALS</b>		

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

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 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF AMENDMENT TO**  
**ARTICLES OF INCORPORATION OF**  
**CAMPHER, INC.**

CAMPHER, INC., a Florida corporation, by and through its President and Secretary Felipe Herrador, hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.0704 and 607.0821 of the Florida Statutes, all of the Directors and all of the Shareholders of CAMPHER, INC., signed on the 30<sup>th</sup> day of November, 1996, a written statement that certain amendment to the Articles of Incorporation of said corporation be adopted. Attached hereto as Exhibit "A" is such written statement entitled "UNANIMOUS STATEMENT MANIFESTING INTENTION TO AMEND THE ARTICLES OF INCORPORATION OF CAMPHER, INC."

2. Article I of the Articles of Incorporation of said corporation shall be amended as set forth in Exhibit "A" hereto.

3. Except as modified by Exhibit "A" hereto, the Articles of Incorporation of said corporation shall be and remain in full force and effect.

30<sup>th</sup> IN WITNESS WHEREOF, these Articles of Amendment have been executed this day of November, 1996.

CAMPHER, INC.

By: \_\_\_\_\_

Felipe Herrador  
President

ATTEST:

\_\_\_\_\_  
Felipe Herrador  
Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

FILED  
95 DEC -9 PM 2:48  
TALLAHASSEE, FLORIDA

The foregoing instrument was sworn to and subscribed before me this 22 day of November, 1996 by Felipe Herrador, as President and as Secretary of CAMPHER, INC., who is personally known to me and who did not take an oath.

  
Notary Public

My Commission Expires:



ALBERTO S BUSTAMANTE  
My Commission CC307848  
Expires Mar. 21, 1998  
Bonded by HAI  
C50-422-1888



**UNANIMOUS STATEMENT MANIFESTING INTENTION TO  
AMEND THE ARTICLES OF INCORPORATION OF  
CAMPHER, INC.**

WHEREAS, the undersigned, being all of the Directors and all of the Shareholders of CAMPHER, INC., a corporation organized and existing under the laws of the State of Florida, and having its principal office at 9785 South Orange Blossom Trail, Orlando, Florida 32837, do hereby desire to manifest their intention to adopt an Amendment to the Articles of Incorporation of CAMPHER, INC., (hereinafter referred to as the "Articles") in the manner hereinafter set forth; and

WHEREAS, the undersigned have executed this document pursuant to the provisions of Section 607.0704 and 607.0821 of the Florida Statutes for the purpose of expressing their unanimous intention and consent that the Articles be amended in the manner hereinafter set forth.

NOW, THEREFORE, the undersigned, and each of them, do hereby manifest their unanimous intention and consent that the Articles be, and they hereby are, amended as follows:

1. Article V of the Articles shall be amended as follows:

**ARTICLE V - Initial Registered Office and Agent**

The street address of the initial registered office, of this corporation is:

2310 Cilantro Drive  
Orlando, Florida 32837

and the name of the initial registered agent of this corporation at that address is:

Felipe Herrador

The principal office and mailing address of this corporation is:

9785 S. Orange Blossom Trail  
Orlando, Florida 32837

2. Article VI of the Articles shall be amended as follows:

**ARTICLE VI - Directors**

- A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the members of the board of directors, each to hold office until the next annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

Name

Street Address

Gabriel A. Campins

9785 S. Orange Blossom Trail  
Orlando, Florida 32837

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

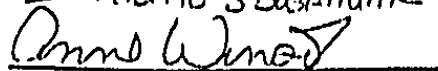
G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

IN WITNESS WHEREOF, the undersigned, being all of the Directors and all of the Shareholders of CAMPHER, INC., have hereunto subscribed their signature this 30<sup>th</sup> day of November, 1996, and do hereby direct that this Amendment shall be filed with the Department of State of the State of Florida to be and become an amendment to the Articles of Incorporation of said corporation.

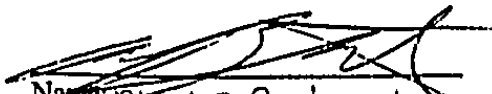
Signed, sealed and delivered  
in the presence of:



Name: Alberto S. Buskinnante



Name: Anne Winer



Name: Alberto S. Buskinnante



Name: Anne Winer

andcampi.faw

SHAREHOLDERS

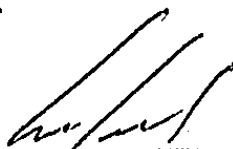


FELIPE HERRADOR



GABRIEL CAMPINS

DIRECTOR



GABRIEL CAMPINS