

P96000079273

Secretary of State  
Division of Corporations  
Corp Records Bureau  
409 E. Gaines St  
Tallahassee, FL 32399

100001956541  
-09/25/96--01062--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ATTENTION: Bobbie Eldridge  
RE: Capital Asset Management Enterprises, Inc.

Dear Bobbie Eldridge

Enclosed please find the original and one copy of the Articles of Incorporation , together with my check in the amount of \$70.00.

This represents the cost of the Filing fees, and Fee for Registered Agent Designation for the above named corporation.

Please return one stamped copy with your letter that states the charter number.

Sincerely,

Jim Kent  
2810 S.W. 122 Ave  
Miami, FL 33175  
305-220-8477

SEP 24 1996

BS6

FILED  
SEP 24 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: WE ARE ENCLOSING A FEDERAL EXPRESS AIRBILL ADDRESSED AND  
READY TO MAIL FOR IMMEDIATE RETURN.....PLEASE.

## ARTICLES OF INCORPORATION

of

CAPITAL ASSET MANAGEMENT ENTERPRISES, INC.  
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

### ARTICLE I - CORPORATE NAME

The name of the corporation is:

CAPITAL ASSET MANAGEMENT ENTERPRISES, INC.

### ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

### ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>CAPITAL ASSET MANAGEMENT ENTERPRISES, INC.</u>		
ADDRESS	<u>P.O. Box 1504</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33144</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>JIM KENT</u>		
ADDRESS	<u>2810 S.W. 122nd AVE.</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33175</u>

### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>JIM KENT</u>		
ADDRESS	<u>2810 S.W. 122nd AVE.</u>		
CITY	<u>MIAMI</u>	STATE <u>FL</u>	ZIP <u>33175</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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SEP 24 PM 3:02  
RECEIVED STATE  
RELEASES-FLORIDA

NAME	JIM KENT		
ADDRESS	2810 S.W. 122nd AVE.		
CITY	MIAMI	STATE	FL ZIP 33175
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Jim Kent (Seal)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ (Seal)

STATE OF FLORIDA )  
COUNTY OF Dade ) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Jim Kent

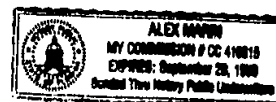
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 23 day of September, 1994.

(Notary Seal)

Alex Masin  
(Notary Public, State of Florida at Large)

My Commission expires



CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

CAPITAL ASSET MANAGEMENT ENTERPRISES, INC.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 2810 S.W. 122ND AVE.

MIAMI, FL 33175

has named JIM KENT

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

Jim Kent  
(registered agent)

996000079213

Secretary of State  
Division of Corporations  
Corp. Records Bureau  
409 E. Gaines ST.  
Tallahassee, FL 32399

ATTENTION : Louise F. Jackson  
RE: Capital Asset Management  
Enterprises, Inc.

900002050879--3  
-01/08/97--01072--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Ms. Jackson

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation, together with my check in the amount of \$87.50.

This represents the cost of the Filing Fees, and one certified copy for the above named corporation.

Please returned one stamped copy with your letter regarding the change of the above Corporate name to, NASSAU GROUP, INC.

Sincerely,

Jim Kent  
2810 S.W. 122nd Ave.  
Miami, FL 33175  
(305) 220-8477

FILED  
97 JAN -3 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: WE ARE ENCLOSING A FEDERAL EXPRESS AIRBILL ADDRESS AND  
READY TO MAIL FOR IMMEDIATE RETURN.....PLEASE.

EFFECTIVE DATE

1-8-97

*Name Change*

*LFS 1-6-97*

ARTICLES OF INCORPORATION  
OF

97 JAN -3 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CAPITAL ASSET MANAGEMENT ENTERPRISES, INC.

EFFECTIVE DATE

(present name)

1-8-97

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 1 - CORPORATE NAME

The name of the Corporation shall be changed

from: CAPITAL ASSET MANAGEMENT ENTERPRISES, INC.

to: NASSAU GROUP, INC. effective 1-8-97

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

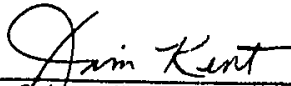
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_,"  
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 2nd day of January, 19 97.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jim Kent

Typed or printed name

Pres.

Title