

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

*W96-26001*

*AL* DEC 11 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<i>12/11</i>		
TIME			CK No. _____
BY			

WALK-IN Will Pick Up *10:00* *[Signature]*

RE: M.A.H.B. Crown, Inc.

	G.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<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 File		
<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 Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
<b>SUBTOTALS</b>		

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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
6 DEC 11 PM 3:47  
SECRETARY OF STATE

December 11, 1996

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: M.A.H.B. CROWN, INC.  
Ref. Number: W96000026001

We have received your document for M.A.H.B. CROWN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 196A00055368

*corrected*  
*Thanks!*

ARTICLES OF INCORPORATION  
OF  
M.A.H.B. CROWN, INC.

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

M.A.H.B. CROWN, INC.

ARTICLE II

**GENERAL NATURE OF BUSINESS:** The General Nature of the business and the objects and purposes to be transacted and carried on are: insofar as the laws permit, to do any and all things herein mentioned as fully and to the extent as natural persons might or could, viz:

(a) All lawful enterprises pursuant to Florida Statute 607.011.

(b) To own, purchase, develop, sell, maintain, operate, lease, and/or manage real estate, buildings, plants and structures of all kinds, nature and character; and to erect, maintain, repair, renovate, demolish, dismantle plants and structures of all kinds and character.

(c) To purchase or otherwise acquire, own and hold unlimitedly such real and personal property of every kind and description within and without the State of Florida, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects, hereinbefore or hereafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

(d) To carry on all or any of the businesses of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.

(e) To construct, repair, renovate, own, operate, conduct, manage and maintain businesses, stores, buildings, plants,

concessions or other premises or establishments for the purpose of, and to engage in the business of, buying, selling, leasing, distributing, importing, exporting, confecting, manufacturing, producing, making, maintaining,, repairing, demonstrating, servicing and otherwise dealing in articles, items, merchandise, personalty, textiles, vegetables, metals, minerals, plastics, compositions and services, machines, equipment and any and all other types of goods, wares, merchandise and services of whatsoever kind, character, class and nature through itself or through agents, servants, distributors or other persons, firms or corporations.

(f) To purchase, hold, sell, exchange, or transfer or otherwise deal in shares of its own or other corporate capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine.

(g) To pay cash or issue capital stock, debentures, bonds, mortgages or other obligations of the corporation for any acquisition by the corporation.

(h) To engage in the ownership, sale, distribution and licensing of, and to acquire and own, patents, improvements and franchises, as well as trademarks and trade names, and to operate under such patents, improvements and franchises, trademarks and trade names, pertaining to the matters and things enumerated herein; and to do such other things as are incident, proper and necessary to the successful operation of the business aforesaid.

(i) To enter into, make and perform contracts of every kind and description, with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, conductive to the attainment of any of the objects or purposes of the corporation, and to enter into any and all types of agreements relating to financing, factoring and guarantees.

(j) To carry on the business of a holding company, and to purchase and acquire any mercantile, commercial, mining, farming, manufacturing, fabricating, producing, or public utility business, trade, or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; and to enter or engage in any such business, trade or enterprise.

(k) In general, to carry on any other business in connection with the foregoing and to have an exercise all of the powers conferred by the State of Florida upon corporations formed under the laws of the State of Florida.

(l) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the

foregoing enumerated specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

#### ARTICLE III

The total number of shares of stock which the corporation shall have the authority to issue is One Thousand (1,000) shares, all of which shares shall be with One Dollar (\$1.00) par value, and shall have equal rights, privileges and voting power.

Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorizes by unanimous consent.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00). The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

#### ARTICLE V

This corporation is to have perpetual existence.

#### ARTICLE VI

The principal office of this corporation is to be located in the State of Florida at: See article X, or in such other location as the Board of Directors may determine.

#### ARTICLE VII

The number of the members of the Board of Directors of this corporation shall not be less than one (1) and no more than five (5).

#### ARTICLE VIII

The names and post office addresses of the officers, and of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and

shall have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
President/Secretary/Treasurer	
MICHAEL D. WOHL	2665 South Bayshore Drive Suite 202 Coconut Grove, FL 33133

#### ARTICLE IX

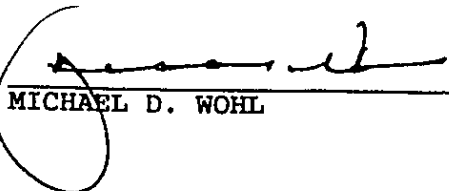
The names and post office addresses of each subscriber of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL D. WOHL	2665 South Bayshore Drive Suite 202 Coconut Grove, FL 33133

#### ARTICLE X

The Corporation hereby appoints MICHAEL D. WOHL, whose address is 2665 South Bayshore Drive, Suite 202, Coconut Grove, Florida 33133, to serve as resident agent for the corporation as provided in the applicable Florida Statute. The principal address will be the same as the Registered Agent address.

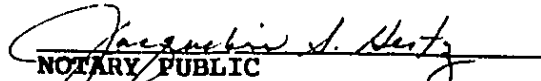
IN WITNESS WHEREOF, the undersigned have made and subscribed to the foregoing Certificate of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 10<sup>th</sup> day of December, 1996.

  
MICHAEL D. WOHL

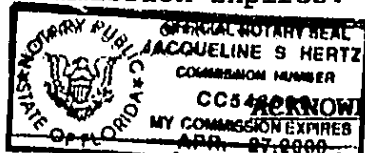
STATE OF FLORIDA )  
                          ) ss  
COUNTY OF DADE )

I HEREBY CERTIFY that on this 10<sup>th</sup> day of December, 1996, personally appeared before me, and to me being personally known, the undersigned Notary Public in and for the State of Florida, MICHAEL D. WOHL, party to the foregoing Articles of Incorporation,

and he acknowledges that he did make; subscribe and acknowledge the foregoing Articles of Incorporation as and for his voluntary act and deed, and that the facts therein set forth are true and correct as given under my hand and official seal, the day and year written at Dade County, Florida.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



**ACKNOWLEDGMENT BY RESIDENT AGENT**

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
RESIDENT AGENT