

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

FILED  
97 JAN -6 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL JAN - 6 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AMP</u>	_____	_____	_____

WALK-IN Will Pick Up L-6 12W

RE: V.C. Systems Inc.

	C.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 checked="" 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	**** 70.00	**** 70.00
<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.		

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

RECEIVED  
97 JAN -6 PM 4:46  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
V. C. SYSTEMS, INC.

FILED  
97 JAN -6 PH 2: 29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be V C. SYSTEMS, INC.

ARTICLE II

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III

The total authorized stock of this corporation shall consist of 1000 shares of common stock, par value \$1 00 per share.

The consideration for all the said stock shall be payable in cash, property, real or personal, or labor or services actually performed in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

Shareholders shall have no preemptive rights.

Cumulative voting shall not be permitted.

#### **ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to the law.

#### **ARTICLE V**

The initial registered office of this corporation shall be located at 2017 Maplewood Drive, Coral Springs, Florida 33071. The initial registered agent at that address shall be Bryan S. Adeline. The initial mailing address of the corporation shall be located at 4060 NW 83rd Lane, Coral Springs, Florida 33065. This corporation reserves the privilege of having its offices and branch offices at other places within or without the State of Florida.

#### **ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by a majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

#### **ARTICLE VII**

The name and address of the initial directors of this corporation, who shall hold office for the first year or until their respective successors are duly elected and have qualified, shall be:

Stephen B. Brown

4060 NW 83rd Lane  
Coral Springs, Florida, 33065

Mark Turkel

11509 SW 174th Street  
Miami, Florida 33157

#### **ARTICLE VIII**

The name and address of the incorporator is Bryan S Adeline, Esq., 2017 Maplewood Drive, Coral Springs, Florida 33071

#### **ARTICLE IX**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, which like force and effect as if he were not such a director or officer of such other corporation, or not interested


#### **ARTICLE X**

The private property of the shareholders shall not be subject to payment of the corporate debts of this corporation to any extent.

#### **ARTICLE XI**

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named,  
for the purpose of forming a corporation to do both business within and without the State of  
Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby  
declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal  
this 3rd day of January, 1997.

  
Bryan S. Adeline, Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Bryan S. Adeline, to me known to  
be the person described in and who executed the foregoing Articles of Incorporation, who, after  
being duly sworn under oath, acknowledged before me that he executed the same for the purpose  
therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 3rd day of  
January, 1997

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



"OFFICIAL SEAL"  
Marilyn Pauline Krull  
My Commission Expires 7/9/2000  
Commission #CC 568498

FILED


97 JAN -6 PM 2:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, it is submitted that V. C. SYSTEMS, INC., has named Bryan S. Adeline, having a business office located 2017 Maplewood Drive, Coral Springs, Florida 33071, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, the undersigned hereby accepts the same, agrees to act in this capacity, agrees to comply with the provisions of Florida law relative to keeping the registered office open, and acknowledges that the undersigned is familiar with and accepts, the obligations provided for in Section 607.325, Florida Statutes.

  
Bryan S. Adeline  
Registered Agent

Dated This 3<sup>rd</sup> day of January, 1997.