

Capital Investments Associates, Inc.  
5800 Miami Lakes Drive  
Miami Lakes, FL 33014

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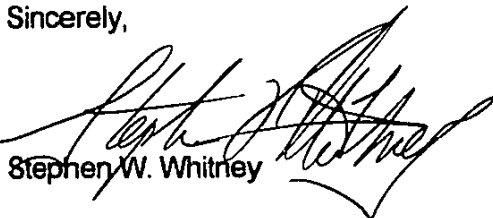
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\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir::

The enclosed Articles of Incorporation are to be filed. The check included includes the charge for returning a certified copy. Please return the copy to my attention. Thank you for your assistance.

Sincerely,

  
Stephen W. Whitney

W7625752

6/1/96

12/1/96  
JD



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 2, 1996

STEPHEN W. WHITNEY  
5800 MIAMI LAKES DRIVE  
MIAMI LAKES, FL 33014

SUBJECT: CAPITAL INVESTMENTS ASSOCIATES, INC.  
Ref. Number: W96000025152

We have received your document for CAPITAL INVESTMENTS ASSOCIATES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 296A00053956

*4/6/97  
Certificate of  
Designation of  
Registered Agent is  
included.  
S. Whitney*

**ARTICLES OF INCORPORATION  
OF  
CAPITAL INVESTMENTS ASSOCIATES, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I:        NAME**

The name of the corporation shall be:

CAPITAL INVESTMENTS ASSOCIATES, INC.

**ARTICLE II:        PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

5800 Miami Lakes Drive  
Miami Lakes, FL 33014

**ARTICLE III:        SHARES**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV:        INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Frank Scannavino  
5800 Miami Lakes Drive  
Miami Lakes, FL 33014

**ARTICLE V:        INCORPORATOR**

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

Jorge R. Gonzalez  
5800 Miami Lakes Drive  
Miami Lakes, FL 33014

FILED  
97 JAN 10 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director is:

Frank Scannavino  
5800 Miami Lakes Drive  
Miami Lakes, FL 33014

**ARTICLE VII: BY-LAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE VIII: RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to each of the following Shareholders in the amount set opposite the Shareholder name:

Frank Scannavino	10,000
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Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders, if any, or to this corporation.

The price and terms of which, and the time within which such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders, if any, and this corporation.

**ARTICLE IX: CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by majority of stockholders.

**ARTICLE X: SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI: SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

**ARTICLE XII: MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**ARTICLE XIII: POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIV: DIRECTOR QUORUM AND VOTING**

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the directors present shall be the act of the Board of Directors.

**ARTICLE XV: MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XVI: INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XVII: AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 7<sup>th</sup> day of November, 1996.

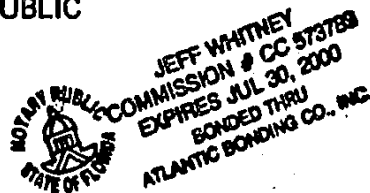
  
\_\_\_\_\_  
Jorge R. Gonzalez

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jorge R. Gonzalez, known to and by me to be the person who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 7<sup>th</sup> day of November, 1996

  
\_\_\_\_\_  
NOTARY PUBLIC



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Capital Investments Associates, Inc.

2. The name and address of the registered agent and office is:

Frank Scannavino

(NAME)

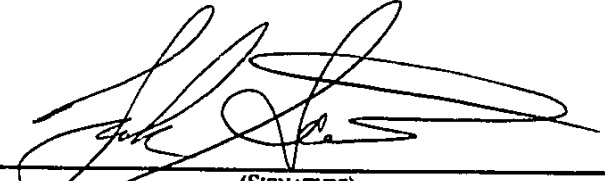
5800 Miami Lakes Drive

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami Lakes, FL 33014

(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

1/6/97  
(DATE)

FILED  
97 JAN 10 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA