

P97000020783

FILED  
SECRETARY OF STATE  
DIVISION  
97 MAR -6 PM 3:35

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)  
1406 Hays Street, Suite 2  
(Address)  
Tallahassee, FL 32301 (904) 656-3992  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

8110000100518 --2  
03/06/97-00096--020  
\*\*\*122.50 \*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Pinnacle Investments of America, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 3/6

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN MAR - 6 1997

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
PINNACLE INVESTMENTS OF AMERICA, INC.

FILED  
DIVISION OF SECRETARY OF STATE  
97 MAR 10 PM 3:25

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purposes of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida General Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:

PINNACLE INVESTMENTS OF AMERICA, INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	200	NO PAR VALUE

FOURTH: The address of the initial registered and principal office of this corporation in this state is c/o George Fontanills, 2320 S.W. 57th. Street-Suite 200, in the City of Miami, State of Florida 33155 and the name of the registered agent at said address is George Fontanills.

FIFTH: The name and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606
Mark Skubicki	10 Bank Street White Plains, New York 10606

SIXTH: . The initial Board of Directors, to hold office until the first annual meeting of the shareholders or until successors are elected and qualify, shall consist of one (1); the name and the address of the director constituting the initial Board are as follows:

Name

Address

George Fontanills

2320 S.W. 57th. Street-Suite 200  
Miami, Florida 33155

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was

unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this eighteenth day of February, 1997 made and subscribed these Articles of Incorporation at New York, New York for the uses and purposes aforesaid.

  
RAY A. BARR (SEAL)

Ray A. Barr

  
MARK SKUBICKI (SEAL)

Mark Skubicki

Feb-18-97 10:27A Richard Cawood  
Feb-18-97 10:27A FROM OFFICE OF THE CLERK

(415) 596-1141

P.06

ACCEPTANCE AS REGISTERED AGENT

OF

PINNACLE INVESTMENTS OF AMERICA, INC.

DIVISION OF  
97 MAR 11 11 33 AM '97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February , 1997



George Fontanills

Registered Office Address:

2320 S.W. 57th. Street-Suite 200  
Miami, Florida 33155