

P 97 0000 20921

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 \$ _____

RE: C.B. Worldwide Inc.

- ☐ Capital Express™
- ☒ Art. of Inc. Filing
- ☐ Corp. Record Search
- ☐ Ltd. Partnership Filing
- ☐ Foreign Corp. Filing
- ☒ () Cert. Copy(s)
- ☐ Art. of Amend. Filing
- ☐ Dissolution/Withdrawal
- ☐ C U S -
- ☐ Fictitious Name Filing
- ☐ Name Reservation
- ☐ Annual Report/Informational
- ☐ Reg. Agent Service
- ☐ Document Filing
- ☐ Corporate K11
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ Document Retrieval
- ☐ UCC 1 or 3 Filing
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Filing No.'s, _____ Copies
- ☐ Courier Service
- ☐ Shipping/Handling
- ☐ Phone ()
- ☐ Top Priority
- ☐ Express Mail Prep.
- ☐ 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, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

F. 02-03-98 MAR 7 1997

REQUEST TAKEN CONFIRMED APPROVED
 DATE 3/7/97
 TIME 8:30
 BY DW CK No. _____

WALK-IN
 Will Pick Up _____

ARTICLES OF INCORPORATION
OF
C.B. WORLDWIDE INC.

FILED
97 MAR -7 AM 9:36
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is C.B. WORLDWIDE, INC.,

ARTICLE II - DURATION

The duration of this corporation is perpetual, unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are:

1. To engage in every aspect of construction, finance, mortgage lending and purchasing, Real Estate, stocks bonds, and any other type of investment and to own any real and personal property and all their fields of specialization, allied and sundry businesses, import and export, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida

corporation laws or by other laws, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

2. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm, or corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investment, and to own real or personal property.

4. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.

5. To engage in any activity or business permitted under the

laws of the United States and of the State of Florida.

6. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

7. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, import and export, or otherwise dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description.

8. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

9. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporation property, or other instruments to secure the payments of corporate indebtedness as required.

10. To purchase the corporate assets of any other corporation and engage or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of

Florida or any other State or Government, and while owner of such shares to exercise all the rights, powers and privileges of ownership, including the right to vote such shares.

11. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$100.00 par value common stock, which shall be designated "Common Shares".

The Common Shares are to be non-assessable and fully paid.

In all elections of officers and in deciding all questions at shareholders' and directors' meetings, each Common Shareholder shall be entitled to one vote on each share held.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The mailing address and the initial registered office of this corporation is 15225 S.W. 108 Court, Miami, Florida 33157 and the

name of the initial registered agent of this corporation at that address is LINCOLN NICHOLSON.

ARTICLE VII - 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 By-Laws, but shall never be less than one or more than ten. The name and address of the initial director(s) of this corporation:

NAME

ADDRESS

LINCOLN NICHOLSON

15225 S.W 108 Court
Miami, Florida 33157

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles:

NAME

ADDRESS

LINCOLN NICHOLSON

15225 S.W.108 Court
Miami, Florida 33157

ARTICLE IX - INTERESTED OFFICERS AND DIRECTORS INDEMNIFICATION

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors individually or jointly, may be a part or parties to, or may be interested in any such contract or transaction of this corporation, or which this corporation is

interested, and no contract, act or transaction of this corporation, which any person or persons, firms or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party of or parties to or are interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability except fraud, that might otherwise exist from this contracting with this corporation, in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation. Any person made a party to any action, suit or proceedings relating to the performance by him his testator or intestate of his duties as a director, officer or employee of this corporation or of any corporation which he served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer,

director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any right to which such director, officer or employee is entitled by law.

This Corporation shall indemnify any officer, director, employee and agent or any former officer, director, employee, and agent to the full extent permitted by law.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by law and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the

capital of this corporation is not impaired.

C. This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any stockholder who dies, in accordance with the By-Laws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

D. This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:


- (1) a pension plan,
- (2) a profit sharing plan,
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan,
- (6) other retirement or incentive plans

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any other amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Every amendment or repeal of any provisions contained in these Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the common shares to vote thereon, unless

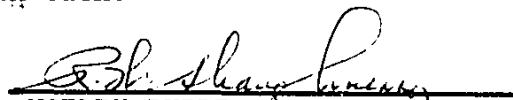
all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation, be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of February, 1997.

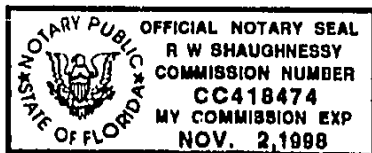
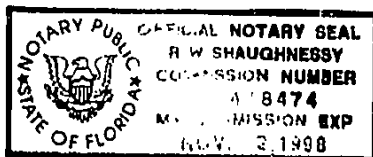

LINCOLN NICHOLSON
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24 day of February, 1997, by LINCOLN NICHOLSON, Incorporator of C.B. WORLDWIDE, Inc., a Florida Corporation, on behalf of the corporation. He is personally know to me and has produced his driver's license and did not take an oath.


NOTARY PUBLIC
State of Florida at Large

Printed Notary Signature



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

1. That C.B. WORLDWIDE, Inc., desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at City of Miami, County
of Dade, State of Florida, has named LINCOLN NICHOLSON located at
15225 S.W. 108th Court, Miami, County of Dade, State of Florida, as
its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated 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.



LINCOLN NICHOLSON

Resident Agent

FILED
97 MAR -7 AM 9:36
TALLAHASSEE, FLORIDA