

P97000083089

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 MAR 14 AM 9:12

RECEIVED
TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED
DATE 3-10-97
TIME 10:16
BY JH
CK No. _____

WALK-IN
Will Pick Up _____

789, 612, 671
W97-5527

RE: Conservation Corporation
USA

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. Fila		
Corp. Record Search		
Ltd. Partnership Fila		
Foreign Corp. Fila		
✓ 1) Cert. Copy(s)		
Art. of Amend. Fila		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Fila		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate K11		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Fila		
UCC 11 Search		
UCC 11 Retrieval		
Fila 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, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

CONSERVATION CORPORATION USA

FILED
97 MAR 14 AM 9:12
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

CONSERVATION CORPORATION USA.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws in the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE V - REGISTERED AGENT

The initial Registered Agent for this Corporation shall be:

ANDREW COHEN
18459 PINES BLVD., #290
PEMBROKE PINES, FLORIDA 33029

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time through By-Laws adopted by the stockholders. However, the Corporation shall have no less than one director at any time.

ARTICLE VII - INITIAL DIRECTORS

The names and post office addresses of each member of the initial Board of Directors of this Corporation are:

DAVE VARTY and ALAN BERNSTEIN
444 BRICKELL AVENUE, #51-439
MIAMI, FLORIDA 33131

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII - PRINCIPAL AND REGISTERED ADDRESS

This corporation shall maintain its principal office and registered office address at:

18459 PINES BLVD., #290
PEMBROKE PINES, FLORIDA 33029

The Board of Directors may change the registered office as is necessary.

ARTICLE IX - INCORPORATOR

The name and post office address of each Incorporator executing these Articles of Incorporation are as follows:

ANDREW COHEN
18459 PINES BLVD., #290
PEMBROKE PINES, FLORIDA 33029

ARTICLE X - CONFLICT OF INTEREST

No contract between this Corporation and another corporation

or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 7 day of MARCH, 1997.

By: 

ANDREW COHEN

STATE OF FLORIDA)

COUNTY OF DADE) :SS
)

BEFORE ME, a Notary Public, personally appeared ANDREW COHEN to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Florida this 7th day of March, 1997.

My Commission Expires:

Stacey L. Waldron
NOTARY PUBLIC



STACEY L. WALDRON
MY COMMISSION # CC397038 EXPIRES
August 2, 1998
BONDED THRU TROY FAIR INSURANCE, INC

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

Pursuant to the provisions of §607.0501, Fla. Stat., the mentioned 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 CONSERVATION CORPORATION USA.

2. The name and street address of the registered agent is ANDREW COHEN, 18459 PINES BLVD., #209, PEMBROKE PINES, FLORIDA 33029. 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.


ANDREW COHEN

FILED
97 MAR 14 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA