



THE UNITED STATES  
CORPORATION  
COMPANY

P97000026190

ACCOUNT NO. : 072100000032

REFERENCE : 304535 129753A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 24, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 304535-005

CUSTOMER NO: 129753A

CUSTOMER: Ms. Jacquie St. Pierre  
STEVEN H. KANE, P.A.

Suite 106  
1061 Maitland Center Commons  
Maitland, FL 32751

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-03/24/97--01104--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: CAPITAL MANAGEMENT AND  
INVESTING CORP.  
INVESTMENT

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 MAR 24 PM 4:02  
RECEIVED  
97 MAR 24 AM 11:34  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

! K.R. MAR 24 1997

**ARTICLES OF INCORPORATION  
OF  
CAPITAL MANAGEMENT AND INVESTMENT CORP.**

FILED  
97 MAR 24 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Capital Management and Investment Corp.

**ARTICLE II - PURPOSE**

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

**III - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 105 N. Eola Blvd., No. 4, Orlando, FL 32801.

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V - INITIAL REGISTERED OFFICE**

##### **AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 725 N. Magnolia Avenue, Orlando, FL 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Stephen M. Stone. The Board of Directors may from time to time designate a new registered agent.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Name  
Joseph M. Caruso

Address  
105 N. Eola Blvd., No. 4  
Orlando, FL 32801

#### **ARTICLE VII - TERM OF EXISTENCE**

This Corporation shall commence its existence upon the filing of these Articles and shall exist perpetually unless dissolved according to law.

### **ARTICLE VIII - BYLAWS**

The power to adopt, amend or repeal Bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.

### **ARTICLE IX - AMENDMENT**

The corporation reserves the right to amend these Article of Incorporation in the manner provided by law. Every amendment 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 shares of stock entitled 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.

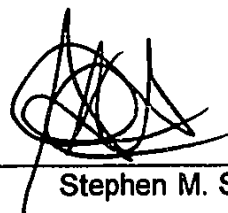
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 21 day of March, 1997.

  
\_\_\_\_\_  
Joseph M. Caruso Jr.

Acceptance by Resident Agent

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:



Stephen M. Stone

Date:

MARCH 21, 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA