

**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

**P970000068295**

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 \$ \_\_\_\_\_

**RECEIVED****97 AUG -7 AM 9:06****DIVISION OF CORPORATION**

REQUEST TAKEN CONFIRMED APPROVED

DATE 8/7 \_\_\_\_\_TIME 9:30 \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN  
Will Pick Up \_\_\_\_\_*8-7-97*\_\_\_\_ of \_\_\_\_\_ No. **53879**  
RE: Seaside International  
Enterprises, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> ( ) Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<b>100002260204--5</b>		
<input type="checkbox"/> Name Reservation	-08/07/97 01004-004	_____
<input type="checkbox"/> Annual Report/Reinstatement	****122.50 ****122.50	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ( )	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX ( ) pgs.	_____	_____
<b>SUBTOTALS</b>	_____	_____

**97 AUG 7 AM 9:55****FILED  
DIVISION OF CORPORATION**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 AUG -7 AM 9:55

**ARTICLES OF INCORPORATION  
OF  
SEASIDE INTERNATIONAL ENTERPRISES, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: SEASIDE INTERNATIONAL ENTERPRISES, INC.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

**ARTICLE III**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the State of Florida and of the United States of America.

**ARTICLE IV**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 500 shares of Common Stock of a par value of One (\$1.00) Dollar per share. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

## **ARTICLE V**

The street address of the initial registered office of the corporation in the State of Florida is: 19420 Whispering Pines Road, Miami, Florida, 33157.

The name of the initial registered agent of this corporation is: JEFFREY DREW CUMMINS, 9555 N. Kendall Drive, Suite 202, Miami, Fla. 33176.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTOR(S)**

The corporation shall have one (1) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation is MARIA MONTE, to serve as President, Vice-President, Treasurer and Secretary, 19420 Whispering Pines Road, Miami, Florida 33157.

## **ARTICLE VII**

### **INCORPORATOR(S)**

The name and address of the incorporator(s) to these Articles of Incorporation is MARIA MONTE, 19420 Whispering Pines Road, Miami, Florida 33157.

## **ARTICLE VIII**

### **BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX**  
**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

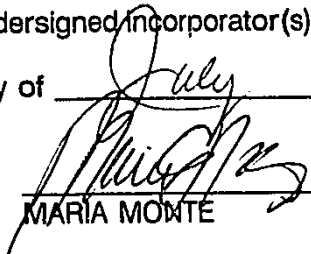
**ARTICLE X**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

**ARTICLE XI-BUY-OUT PROVISION**

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(ve) executed these  
Articles of Incorporation this 30<sup>th</sup> day of July, 1997.

  
\_\_\_\_\_  
MARIA MONTE

STATE OF FLORIDA)  
COUNTY OF DADE ) SS.:

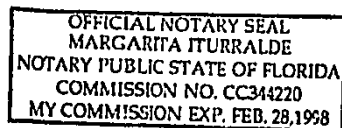
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized  
in the State and County named above, to take acknowledgments personally appeared  
MARIA MONTE, to me known to be the person(s) described as Subscriber(s) in, and  
who executed the foregoing Articles of Incorporation, and she acknowledged before me  
that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this  
30<sup>th</sup> day of July, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida

My Commission Expires:

This Instrument Prepared by:  
Jeffrey Drew Cummins, Esq.  
9555 N. Kendall Drive  
Suite 202  
Miami, Florida 33176  
305-595-3310



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND 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:

First, SEASIDE INTERNATIONAL ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has designated Jeffrey Drew Cummins, 9555 No. Kendall Drive, Suite 202, Miami, Florida 33176, as its agent to accept service of process within this State.

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.

Dated this 30 day of July, 1997.

BY:

  
JEFFREY DREW CUMMINS  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG -7 AM 9:55