

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

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CDM of Key West,  
Inc.

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Signature \_\_\_\_\_

Requested by \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

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- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

RP  
12-12-97

**ARTICLES OF INCORPORATION**

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**OF**

**CDM OF KEY WEST, INC.**

This is to certify that the undersigned subscriber, competent to contract, does hereby establish a corporation under and by virtue of the provisions of Chapter 607, Title XXXVI, Florida Statutes and amendments thereof, for the purposes and under the corporate name hereinafter mentioned, and to that end, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be:

**CDM OF KEY WEST, INC.**

The principal place of business of this corporation shall be:

CDM OF KEY WEST, INC.  
1900 Flagler Avenue  
Key West, Florida 33040

and the mailing address shall be:

CDM OF KEY WEST, INC.  
1900 Flagler Avenue  
Key West, Florida 33040

This corporation may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the

several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in any of the said places of business.

## **ARTICLE II DURATION**

The corporation shall exist in perpetuity.

## **ARTICLE III PURPOSE**

This corporation has been formed for the purpose of conducting any and all lawful business permitted under the laws of the State of Florida and of the United States.

## **ARTICLE IV REGISTERED AGENT AND OFFICE**

The name of the initial registered agent for the corporation shall be :

Jean Cadieux, a resident of the State of Florida.

The street address of the initial Registered Agent of the corporation and Registered Office of the corporation is:

Jean Cadieux  
3920 S. Roosevelt Boulevard 313E  
Key West, Florida 33040

## **ARTICLE V CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share, which shall be designated "Common Shares."

The corporation is authorized to issue only one class of stock, and all issued stock shall be

held of record by not more than TEN (10) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporator(s) at the organizational meeting. Fractional shares of stock may be issued.

Any amount of shares of stock authorized to be issued, but not specifically subscribed for or otherwise issued, shall be kept by the corporation as Treasury Stock.

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, each having one vote. Stockholders of the corporation shall have a preemptive right to purchase treasury or unissued capital stock of the corporation and to vote their shares on a cumulative basis for the election of the board of directors.

There shall be a provision in the By-Laws of the corporation providing that in the event any stockholder of this corporation shall choose to sell any of his shares of stock, that the offer of sale shall be made in writing, shall be open for at least sixty (60) days, with valuation based on current book value, as determined by the accountant and shall first be made to the corporation and then to the remaining shareholders prorata.

There shall be a provision in the By-Laws of the corporation providing that said corporation shall elect under the provisions of Section 1362, Internal Revenue Code, to be treated as a "small business corporation" for income tax purposes, (i.e. S Corporation Election).

#### **ARTICLE VI INITIAL BOARD OF DIRECTORS**

The business of said corporation shall be conducted by a Board of Directors. The corporation shall have FOUR (4) Directors initially. The number of Directors may be increased from time to time by the By-Laws adopted by the corporation and the following officers, to-wit: A President, a Vice-President, a Secretary, and a Treasurer, may be held by one and the same person. The members

of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the said officers shall be elected by the Board of Directors at a meeting to be held immediately after the adjournment of the annual stockholders meeting. The names and address of the initial Directors who are to conduct the business of the corporation and who shall hold office for the first year of the corporation, or until successors are elected, is as follows:

**PRESIDENT:**

Jean Cadieux  
3920 S. Roosevelt Blvd. 313 E  
Key West, Florida 33040

**VICE PRESIDENT AND SECRETARY:**

Kevin Mosca  
118 Avenue G  
Big Coppitt, Florida 33040

**VICE PRESIDENT AND TREASURER:**

Steve DeFelice  
404A Frances Street  
Key West, Florida 33040

**ARTICLE VII  
INCORPORATORS**

The names and street address of the subscriber to these Articles of Incorporation is as follows:

Jean Cadieux  
3920 S. Roosevelt Blvd. 313 E  
Key West, Florida 33040

Kevin Mosca  
118 Avenue G  
Big Coppitt, Florida 33040

Steve DeFelice  
404A Frances Street  
Key West, Florida 33040

**ARTICLE VIII  
AMENDMENTS**

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

**ARTICLE IX  
COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the date of acknowledgment of these Articles of Incorporation by the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this November 24, 1997.

  
Jean Cadieux, Incorporator

  
Kevin Mosca, Incorporator

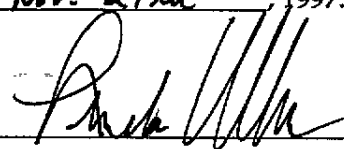
  
Steve DeFelice, Incorporator

STATE OF FLORIDA       )  
COUNTY OF MONROE    )

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Jean Cadieux, personally known to me or who provided FLA. DRIVERS LICENSE as identification to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this Nov. 24th, 1997.



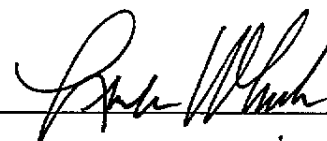
  
Print Name of Notary: LINDA Wheeler  
Notary Public, State of Florida

My Commission Expires: (SEAL)

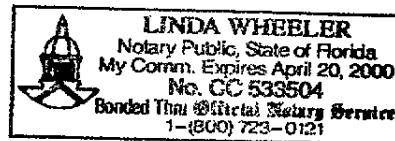
STATE OF FLORIDA )  
COUNTY OF MONROE )

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Kevin Mosca, personally known to me or who provided FLA. DRIVERS LICENSE as identification to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this November 24th, 1997.

  
Print Name of Notary: LINDA Wheeler  
Notary Public, State of Florida

My Commission Expires: (SEAL)




STATE OF FLORIDA )  
COUNTY OF MONROE )

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Steve DeFelice, personally known to me or who provided FLORIDA DRIVER'S LIC as identification to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed

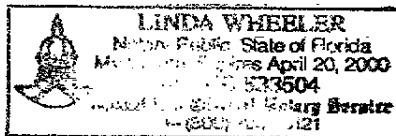
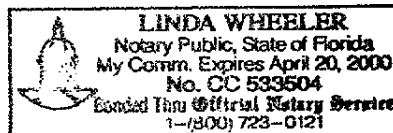
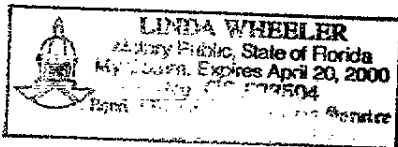
to these Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this Dec 5<sup>th</sup>, 1997.



Print Name of Notary: Linda Wheeler  
Notary Public, State of Florida

My Commission Expires: 4/20/97 (SEAL)





**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT  
FOR ACCEPTING SERVICE OF PROCESS WITHIN STATE OF FLORIDA FOR**

**CDM OF KEY WEST, INC.**

IN COMPLIANCE WITH Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

CDM OF KEY WEST, INC., a corporation desiring to organize and qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, to wit;

1900 Flagler Avenue, Key West, Florida 33040,

has named as its resident agent for receiving service of process within the State of Florida:

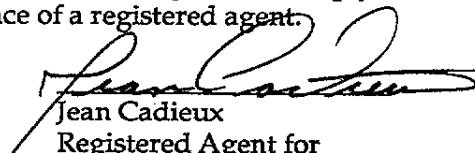
Jean Cadieux  
3920 S. Roosevelt Blvd. 313 E  
Key West, Florida 33040

**ACKNOWLEDGMENT**

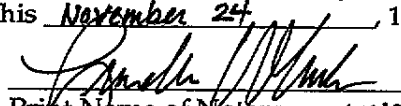
STATE OF FLORIDA       )  
COUNTY OF MONROE    )

BEFORE ME, this day personally appeared Jean Cadieux, who being first duly sworn, deposes and says that having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, he hereby accepts said designation as resident agent on behalf of CDM OF KEY WEST, INC. and acknowledges that he is over the age of 21 years, a resident of the State of Florida and that she will accept service of process on behalf of said corporation and will accept the same at his address of 3920 S. Roosevelt Boulevard 313E, Key West, Florida 33040

FURTHER, he agrees to comply with the provisions of all statutes relative to the proper performance of a registered agent.

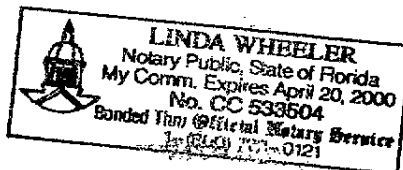
  
Jean Cadieux  
Registered Agent for  
CDM OF KEY WEST, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this November 24, 1997.

  
Print Name of Notary: LINDA WHEELER  
Notary Public, State of Florida

My Commission Expires:

(SEAL)



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SECRETARY OF STATE  
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