

LEIGH M. FISHER, P.A.

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Reply to:
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1505 S.E. 40 Street
Cape Coral, FL 33904
(4000 Del Prado Building)

January 6, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-01/09/98-01080-014

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RE: Wendy Chou, C & F Corporation
Our File No.: 98F-003

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation and Certificate of Registered Agent for the above referenced corporation, together with my check in the amount of \$122.50 in payment of the following:

1.	Filing Fees	\$ 35.00
2.	Certified Copy	\$ 52.50
3.	Designation of Registered Agent	\$ <u>35.00</u>
	TOTAL	\$122.50

Your prompt attention to this matter is appreciated.

Respectfully,



Leigh M. Fisher

LMF:ccj

Enclosures

FILED
98 JAN -9 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
C & F CORPORATION**

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98 JAN -9 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is C & F Corporation.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of the Capital Stock of this corporation shall be five hundred (500) SHARES at ONE DOLLAR (\$1.00) par value, which said stock shall be non-assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the Capital Stock shall be common stock.

ARTICLE V

The corporation shall commence business upon filing with the office of the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business and the mailing address of the corporation shall be 1407 S. E. 27th Street, Cape Coral, Florida 33904. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have a board of no less than one (1) director and the board may be increased to not more than four (4) directors. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary, and a Treasurer and such other officers, agents and directors who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of

Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

PRESIDENT	WENDY CHOU 1407 S. E. 27 th Street Cape Coral, FL 33904
VICE PRESIDENT	WENDY CHOU 1407 S. E. 27 th Street Cape Coral, FL 33904
SECRETARY	WENDY CHOU 1407 S. E. 27 th Street Cape Coral, FL 33904
TREASURER	WENDY CHOU 1407 S. E. 27 th Street Cape Coral, FL 33904

ARTICLE IX

The name and address of the subscribers of these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken is as follows:

WENDY CHOU	300 SHARES
1407 S. E. 27 th Street	
Cape Coral, FL 33904	

ARTICLE X

The Directors and officers shall be elected by shareholders at their annual meeting which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE XI

The street address of the initial registered office of this corporation is 1505 S.E. 40th Street, Suite B, Cape Coral, Florida, 33904, and the name of the initial registered agent of this corporation is Leigh M. Fisher.

ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, 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.

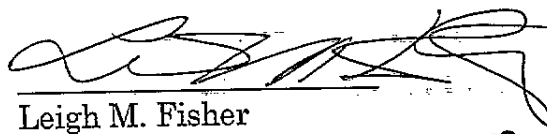
ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any By-Law adopted by the directors. The directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned, for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein


WENDY CHOU

Patricia L. Lope
Notary Public



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