

TRANSMITTAL LETTER

P98000020922

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 AM 9:38

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

SUBJECT: Carinthia Capital Corporation
(Proposed corporate name - must include suffix)

300002446893--3

-03/04/98--01067--006

Enclosed is an original and one(1) copy of the articles of incorporation and a check for ****78.75 *****78.75

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Dynamic Offerings, Inc.
Name (Printed or typed)

1600 S. Federal Hwy Suite 961
Address

Pompano Beach, FL 33062
City, State & Zip

(954) 784-2165
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN MAR - 5 1998

Articles of Incorporation

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Article I Name

The name of this corporation is:

Carinthia Capital Corporation

Article II Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article III Capital Stock

This corporation is organized to issue 1000 shares of stock, at .01 par value common stock.

<u>Shareholder</u>	<u>Quantity</u>
Hector A. Cortes	1000 shares

Article IV Preemptive Rights

Every shareholder, upon the issuance of 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 proportionate share thereof.

Article V Initial Registered Office and Agent

The street address of the initial registered office of the corporation is:

1600 S. Federal Hwy., Suite 961
Pompano Beach, FL 33062

And the name of the initial agent of this corporation at that address is:

Scott A. Ritcey

Which agent, pursuant to 548.091, Florida Statutes, shall accept service of process within this state.

Article VI Board of Directors

This corporation shall have director(s) initially. The number of directors may increase or decrease from time to time in such manner as may be prescribed by the bylaws. The name(s) and address(es) of the initial director(s) of this corporation is (are):

<u>Name</u>	<u>Address</u>
Hector A. Cortes	400 Alabama Ave, Suite 7 West Palm Beach, FL 33401

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being an officer of the corporation, or by reason of any action to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in or are directors or officers of such other corporation, any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been know to the Board of Directors or such members thereof as shall be present ant any meeting of the Board at which action upon any such or transaction shall be taken, and any director of the corporation who is also a director of such other corporation is so interested may be counted in deterring the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract of transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Article VII Incorporator

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Scott A. Ritcey	1600 S. Federal Hwy., Suite 961 Pompano Beach, FL 33062

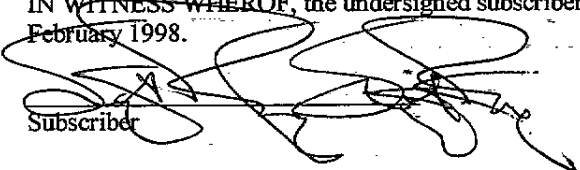
Corporate Mailing Address is: 1600 S. Federal Hwy., Suite 961
Pompano Beach, FL 33062

Article VIII Bylaws

The power to adapt, alter, amend or repeal bylaws shall be vested in the shareholders:

<u>Name</u>	<u>Address</u>
Hector A. Cortes	400 Alabama Ave, Suite 7 West Palm Beach, FL 33062

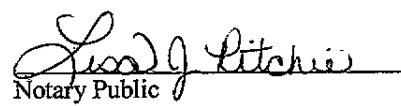
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th Day of February 1998.


Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

I hereby certify that on this day before me, a notary public, duly authorized in the state and county above named, to take acknowledgements, personally appeared, Scott Ritcey, to me known to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed those Articles of Incorporation. ID Produced FDL# R320-781-68-415
EXP. 11/99

WITNESS my hand and official seal in the county and state named above this 26th day of February.


Notary Public

LISA J RITCHIE
My Commission CC370988
Expires May, 09, 1998
Bonded by ANB
800-652-5878



The undersigned having been named to accept service of process for the adobe corporation at the place designated in Article V hereof, hereby accepts such agency and agrees to comply with the provision of the Florida Statutes relative to keeping open said office.


Registered Agent

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