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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.  
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NAME: CARTWRIGHT CORP.

AUDIT NUMBER.....H98000006283

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 2, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: CARTWRIGHT CORP.  
REF: W98000007279

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Please state the name of the registered agent in Article Twelve.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala FAX Aud. #: H98000006283  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

we the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida,

Chapter 607 and subject to the following provision:

### ARTICLE ONE

The name of the corporation shall be:

*CARTWRIGHT CORP.*

### ARTICLE TWO

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

The general nature of the business to be transacted by this corporation shall be:

*Orchids*

- a) *Aquarium*  
*Home Health Care*  
*Security Services*

b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.

c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate Property or other instruments to secure the payment of corporate indebtedness as required.

Prepared By:  
Accounting & Consulting Services, Inc.  
20451 NW 2. Ave.  
Suite 106  
Miami, FL 33169  
(305) 770-0000

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e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

f) To acquire by purchase, subscription or otherwise and to Receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock or any Voting trust certificates in respect of the shares of capital Stock, scrip, warrants, rights, bonds, debentures, notes, trust Receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporation formed under its laws, and to do any of all things hereinabove set forth to the same extent as natural persons might or could do.

### ARTICLE THREE

The maximum number of shares of stock which the corporation Shall have outstanding at any time shall be 500  
Common Stock 0 Par Value

All or any part of the capital stock maybe paid for either in Lawful monies of the United States of America, or in other assets Transferred to the corporation, at a true valuation as of the Time of the exchange for stock.

**ARTICLE FOUR**

The principal office of the corporation shall be located at:  
*1340 NW 131st Street*  
*Miami, Fl 33169*

Other offices for the transaction of businesses maybe  
Located wherever the directors may deem necessary or expedient.

**ARTICLE FIVE**

This corporation shall have 1 director(s) initially.  
The number of directors maybe increased or decreased from time  
To time in such manner as maybe prescribed by the by-laws but  
Shall never be less than one (1) , not more than five (5).

The corporation shall indemnify and hold harmless each  
Person who shall serve at any time here after as director or  
Officer of this corporation, and 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 heretofore or hereafter taken or omitted by him as such  
Director or officer and shall reimburse such person for all legal  
And other expenses reasonable 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 hi duties.

The rights accruing to any person under the foregoing  
Provision shall not exclude any other right to which he may be  
Lawfully entitled nor shall anything contained restrict the right  
Of the corporation to indemnify or reimburse such person in any  
Proper case even though (specifically herein)

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 or pecuniarily or otherwise  
Interested in, or are directors, or officers , of such other

Corporation. Any director, individual or any firm of which any Director maybe a member, may be a party to, or maybe Pecuniarily or otherwise interested in any contract or Transaction of the corporation, provided that the fact that his Interest should be disclosed or should have been known to the Board of directors or such members thereof as shall be present at Any meeting of the Board of directors at which action shall upon Any such contract or transaction shall be taken and any director Of the corporation who is so interested maybe counted in Determining the existence of a quorum at any meeting of the Board Of directors of the corporation which shall authorize any such Contract or transaction, with the like force and effect as if he Were not such director or officer of such other corporation or Not so interested.

#### ARTICLE SIX

The names and post office addresses of the members of the First Board of Directors and officers who shall hold office for The first year of existence of the corporation or until their Successors are elected or appointed and have qualified, are as Follows:

#### BOARD OF DIRECTORS

*Art Cartwright*

*1340 NW 131st Street  
Miami, Fl 33169*

**OFFICERS**

*Art Cartwright*

*Pres/Sec/VP/Treas.*

**ARTICLE SEVEN**

The names and post offices addresses of each of the  
Subscribers to these Articles of Incorporation are as follows:

**NAMES**

**ADDRESSES**

*Art Cartwright*

*1340 NW 131st Street  
Miami, Fl 33169*

**ARTICLE EIGHT**

This corporation shall have full power to carry on and  
Transact each or all of the business enumerated in Article Two  
Of these Article of Incorporation, and shall have all the  
General and additional powers now and hereafter conferred upon it  
By law.

**ARTICLE NINE**

These Articles of Incorporation may be amended in the manner  
Provided by Law. Every amendment shall be approved by the Board  
Of Directors, proposed to the stockholders and approved at a  
Stockholders' meeting by a majority of the stock entitled to vote  
Thereon.

**ARTICLE TEN**

Upon elected of a Board of Directors by the stockholders,  
Such Board of Directors shall manage the business affairs of this  
Corporation without the necessity of further authority from the  
Stockholders, except as by law or in these Articles otherwise  
Provided; any action of such Board of Directors may be  
Rescinded, or any officer or director removed from office, only  
Upon a vote of stockholders holding a majority of the stock of  
The corporation which may at such time be actually issued unless

otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the same time of issuance thereof.

**ARTICLE ELEVEN**

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

**ARTICLE TWELVE**


The registered Agent for service of process in the State of Florida, and its registered office shall be:

ART CARTWRIGHT      20451 NW 2nd Ave   Suite #106  
Miami, FL 33169

**ARTICLE THIRTEEN**

The shareholders may at their sole direction, repeal, alter or amend the By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this 7th day of APRIL 19 98

  
ART CARTWRIGHT, PRES/SEC

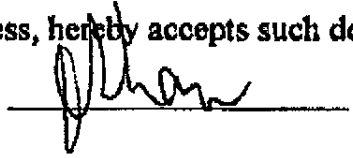
  
ART CARTWRIGHT, V. Treas.

**ACKNOWLEDGMENT BY REGISTERED AGENT**

The undersigned, having been named in the foregoing Articles of Incorporation of: **CARTWRIGHT CORP.**



to accept service of process, hereby accepts such designation.



STATE OF FLORIDA }

COUNTY OF DADE }

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BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

to me well known and known to me to be the persons described in, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, said County and State, this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_.

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA