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TRANSMITTAL LETTER

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

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-04/13/98--01100--020
****122.50 ****122.50

SUBJECT:

CAD SOLUTIONS, INC.

(Proposed corporate name - must include suffix)

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

☐ \$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:

URSULA M. GREGORY

Name (Printed or typed)

600 FALCON AVE.

Address

MIAMI SPRINGS, FL 33166

City, State & Zip

305-885-8527

Daytime Telephone number

Ursula Gregory GAVE

AUTHORIZATION BY PHONE TO

CORRECT RA acc.

DATE 4-15-98

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

58 APR 13 PM 3:16

FILED

UP
4-15-98

ARTICLES OF INCORPORATION

OF

CAD SOLUTIONS, INC.

FILED
APR 13 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be: CAD SOLUTIONS, INC.

ARTICLE II

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

(1) To operate, manufacture, distribute, install, maintain, fabricate, market and sell design, drafting and engineering systems and services etc.

(2) To own, hold, rent, lease, manage, encumber, improve, exchange, buy, and sell real property, collect rents, and do a general real estate business; and in

general to have and exercise all powers, rights, and privileges necessary and incident to carrying out the objects above mentioned.

(3) To buy and otherwise acquire, sell, produce, manufacture and dispose of all kinds of raw or finished materials, merchandise, commodities, machinery, tools and products, including, but not limited to, any and all of the foregoing items required for the above.

(4) To engage generally in any form of manufacturing or mercantile enterprises not contrary to law.

(5) To acquire or rent, lease, improve and convey lands and lands under water and riparian, dock and maritime rights, to construct docks, drydocks, wharves, piers, basins, derricks, elevators, warehouses, manufactories, stores, shops, tracks and other structures thereon; and to rent, lease and convey the same; to buy, sell store, manufacture, import and export merchandise, machinery and products; to build, own repair and charter ships and vessels and afford them dockage; to commission, own, buy and sell such ships and vessels, and generally to carry on a land improvement, real estate, dock, shipping and merchandise business.

(6) To act as agent or representative of corporations, firms and individuals. To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as a principle or as agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and any and all acts proper or necessary for the purposes of the business.

To carry on and undertake any business, undertaking, transaction or operation commonly carried out on or undertaken by merchants, commission men, factors, importers and manufacturers agents, and, in the course of such business, to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

(7) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or any other lawful objects.

(8) To guarantee, purchase, hold, sell, transfer, assign, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(9) To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding for the purpose of any stockholder's quorum or vote.

(10) To purchase or otherwise acquire, directly and/or through ownership of stock of any corporation, all or any part of the business, good will, rights, property and assets of all kinds, of any corporation, association, partnership or individual, and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is not a prohibited exercise of its corporate power, and to exercise all the powers necessary or convenient in or about the conduct and management of such business.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation shall have power in carrying on its business or for the purpose of accomplishment of any of the purposes of attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and to do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the pertinent Statutes of the State of Florida which a co-partnership or natural person could do and exercise and which are now or hereafter may be authorized by law; but it is expressly provided that nothing in this certificate contained shall confer upon the Corporation any power requiring the exercise of the right of eminent domain.

ARTICLE III

STOCK The maximum number of shares outstanding at any one time shall be Five Hundred (500) shares at par value of One (\$1.00) Dollar per share.

ARTICLE IV

CAPITAL The Corporation shall begin business with not less than the sum of FIVE HUNDRED AND NO/100ths (\$500.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE The Corporation shall have perpetual existence and shall commence business upon issuance of a corporate charter.

ARTICLE VI

POST OFFICE ADDRESS The principal office or place of business of the Corporation shall be: 600 Falcon Avenue, Miami Springs, Florida 33166, or such other places as may be designated by the board of Directors.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT The registered office for the corporation and the registered Agent for the Corporation at that address are the following: Ursula M. Gregory, 600 Falcon Avenue, Miami Springs, Florida 33166.

ARTICLE VIII

NUMBER OF DIRECTORS The number of Directors shall not be less than two (2) and not more than seven (7).

ARTICLE IX

NAMES AND ADDRESS OF DIRECTORS The names and address of the first Board of Directors of the Corporation are as follows:

Ronald A. Gregory	600 Falcon Avenue Miami Springs, Florida 33166
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Ursula M. Gregory	600 Falcon Avenue Miami Springs, Florida 33166
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ARTICLE X

OFFICERS The names and addresses of the officers of the Corporation are as follows:

Ronald A. Gregory	600 Falcon Avenue Miami Springs, Florida 33166	President
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Ursula M. Gregory	600 Falcon Avenue Miami Springs, Florida 33166	Secretary/Treasurer
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ARTICLE XI

The names and addresses of the Subscribers to these Articles of Incorporation and the number of shares of stock which each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Ronald A. Gregory	600 Falcon Avenue Miami Springs, Florida 33166	-250-
Ursula M. Gregory	600 Falcon Avenue Miami Springs, Florida 33166	-250-

ARTICLE XII

PREEMPTIVE RIGHTS Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate 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

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

ARTICLE XIV

INDEMNIFICATION (a) The Corporation shall indemnify any person made a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or any other Corporation, which he served as such at the request of the Corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation.

(b) The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Corporation, or of any other corporation which he served as such at the request of the Corporation, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(c) Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-laws, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF the undersigned have made and subscribed these Articles of Incorporation at Miami Springs, Dade County, Florida, for the uses and purposes aforesaid, this 10th day of April, 1998.

Ronald A Gregory
RONALD A. GREGORY

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

Ursula M Gregory
URSULA M. GREGORY
INCORPORATOR/REGISTERED AGENT

STATE OF FLORIDA)

) SS:

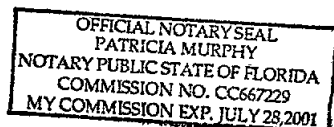
COUNTY OF DADE)

Before me the undersigned authority, personally appeared RONALD A. GREGORY and URSULA M. GREGORY, each of whom are to me well known to be the persons described in who subscribed the above and foregoing Articles of Incorporation; and each of them freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid this 10th day of April, 1998

Patricia Murphy
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission Expires:



FILED
98 APR 13 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA