

TRANSMITTAL LETTER

P98000054541

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

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-06/16/98--01111--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: CORPORATE TRUST OF AMERICA, 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: CRAIG A. THOMAS  
Name (Printed or typed)

384 NW 87 ROAD  
Address

PLANTATION, FLORIDA 33324  
City, State & Zip

(954) 473-0947  
Daytime Telephone number

FILED  
98 JUN 16 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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# **CORPORATE TRUST OF AMERICA, INC.**

A FLORIDA CORPORATION

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## **ARTICLES OF INCORPORATION**

KNOW ALL MEN AS THESE PRESENTS:

That the undersigned has this day formed a corporation for the transaction of business, and the promotion and conduct of the objects and purposes hereinafter stated, under and pursuant to the laws of the State of Florida.

I DO HEREBY CERTIFY:

### **ARTICLE I**

NAME. The name of the corporation, which is hereinafter referred to as "the corporation", is:

**CORPORATE TRUST OF AMERICA, INC.**

### **ARTICLE II**

REGISTERED OFFICE. The address of the principal office and the mailing office of the corporation is c/o:

Craig A. Thomas  
384 N. W. 87<sup>th</sup> Road  
Plantation, Florida 33324-6241.  
(954) 473-1990

Offices for the transaction of any business of the corporation and where the meetings of the Board of Directors and the shareholders may be held, and where the books of the corporation may be kept, may be established and maintained in any other part of the State of Florida, or in any other state, territory or possession of the United States of America, the District of Columbia, or in any foreign country.

### **ARTICLE III**

CAPITAL STOCK. The amount of the total authorized capital stock of this corporation is 10,000 shares with a par value of .001 per share. Each share of stock shall have one (1) vote. Such stock may be issued from time to time without action by the

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shareholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the full paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Said stock shall not be subject to assessment to pay the debts of the corporation, and no paid-up stock and no stock issues as fully paid, shall ever be assessed of assessable by the corporation.

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
10,000	\$ 0.001	Common

#### ARTICLE IV

REGISTERED AGENT. The registered agent of the corporation and the street address of the Corporation's initial registered office in the State of Florida is:

Craig A. Thomas  
384 N. W. 87<sup>th</sup> Road  
Plantation, Florida 33324-6241  
City of Plantation  
County of Broward  
(954) 423-1990

#### ARTICLE V

INCORPORATOR. The name of the Incorporator signing these Articles of Incorporation is Craig A. Thomas and the address of the Incorporator is 384 N. W. 87<sup>th</sup> Road, Plantation, Florida 33324-6241.

#### ARTICLE VI

BOARD OF DIRECTORS. The Board of Directors shall have the power and authority to make and alter, or amend, the bylaws, to fix the amount of cash or otherwise to be reserved as working capital, and to authorize and cause to be executed the mortgages and liens upon property and franchises of the corporation.

The Board of Directors shall, from time to time, determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and the books of the corporation, or any of them, shall be open to the inspection of the shareholders; and no shareholder have to inspect any account, book or document of this corporation except as conferred by the Statutes of Florida, or authorized by the Directors or by resolution of the shareholders.

No sale, conveyance, transfer, exchange or other disposition of all or substantially all of the property and assets of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise two-thirds (2/3) of the voting power of the corporation.

The shareholders and directors shall have the power to hold their meetings, and keep the books, documents and papers of the corporation outside of the State of Florida, and at such place as may from time to time be designated by the bylaws or by resolution of the Board of Directors or shareholders, except as otherwise required by the laws of the State of Florida.

The corporation shall indemnify each present and future officer and director of the corporation and each person who serves at the request of the corporation as an officer or director of any other corporation, whether or not such person is also an officer or director of the corporation, against all costs, expenses and liabilities, including the amounts of judgments, amounts paid in compromise settlements and amounts paid for services of counsel and other related expenses, which may be incurred by or imposed on him or her in connection with any claim, action, suit, proceeding, investigation or inquiry hereafter made, instituted or threatened in which he or she may be involved as a party or otherwise by reason of any past or future action taken or authorized and approved by him or her or any omission to act as officer or director, at the time of the incurring or imposition of such costs, expenses, or liabilities, except such costs, expenses, or liabilities, except such costs, expenses or liabilities, as shall be related to matters as to which he or she shall in such action, suit or proceeding, be finally adjudged to be liable by reason of his or her negligence or willful misconduct toward the corporation or such other corporation in the performance of his or her duties as officer or director. As to whether or not a director or officer was liable by reason of his or her negligence or willful misconduct toward the corporation or such other corporation in the performance of his duties as such officer or director, in the absence of such final adjudication of the existence of liability, the Board of Directors and each officer and director may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law or otherwise, and shall inure to the benefit or the heirs, executors, administrators and assigns of each officer or director.

Authority is hereby granted to the shareholders of this corporation to vote to change, from time to time, the authorized number of directors of this corporation by a duly adopted amendment to the bylaws of this corporation. The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

## **ARTICLE VII**

PREEMPTIVE RIGHTS. The corporation elects to have preemptive rights.

**THE UNDERSIGNED**, being the original incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act of the State of Florida, and in pursuance of the general corporation law of the State of Florida, does make and file this certificate, hereby declaring and certifying that the facts hereinabove stated are true, and accordingly have hereunto set my hand.

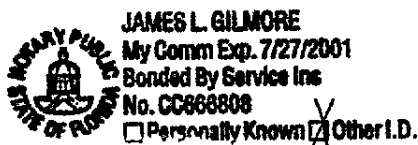
**DATED AND DONE** June 15, 1998.

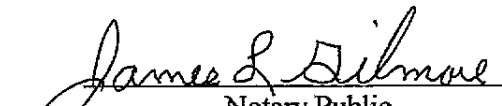
  
CRAIG A. THOMAS - Incorporator

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD    )

**BEFORE ME**, the undersigned authority, personally appeared CRAIG A. THOMAS, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after, being duly sworn under oath acknowledged before me that said person executed the same freely and voluntarily and for the uses and purposes therein expressed.

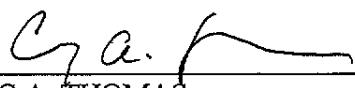
**WITNESS** my hand and official seal in the State and County aforesaid, this 15<sup>th</sup> day of June, 1998.



  
Notary Public  
State of Florida at Large

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

**THE UNDERSIGNED**, having been named the Registered Agent of CORPORATE TRUST OF AMERICA, INC., hereby accepts such designation and is similar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

  
CRAIG A. THOMAS  
Registered Agent  
Dated: June 15, 1998.