

7/02/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

8:36 AM

((H98000012280 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CALDWELL, PEPPER, GRACE & ASSOCIATES, INC.

AUDIT NUMBER.....H98000012280

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

Connect: 00:02:53

P9800001228059173

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 AM 8:04

7-6
50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1998

EMPIRE

SUBJECT: CALDWELL, PEPPER, GRACE & ASSOCIATES, INC.
REF: W98000015175

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.

Article VII states there will be ONE director(s), whereas THREE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg
Document Specialist

FAX Aud. #: H98000012280
Letter Number: 298A00035880

H98000012280

ARTICLES OF INCORPORATION
OF

CALDWELL, PEPPER, GRACE & ASSOCIATES, INC.

ARTICLE I - NAME

The name of this corporation is CALDWELL, PEPPER, GRACE & ASSOCIATES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The stock of this corporation consists of 10,000 shares common stock, with \$1.00 par value each.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Hanna Rabenseifner, 905 Brickell Bay Dr. #1831, Miami, FL 33131.

ARTICLE VI - PRINCIPAL OFFICE

The principal office is located at 9050 Pines Blvd. #210, Pembroke Pines, FL 33024.

THIS DOCUMENT WAS PREPARED BY:

HANNA RABENSEIFNER, ESQ., 905 Brickell Bay Dr. #1831, Miami, FL 33131, FL Bar No. 750281; (305) 358-8575

H98000012280

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 AM 8:05

H98000012280

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 3 Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors are CARLOS CALDAS DA SILVA, MAURO ARRUDA and EDUARDO DA COSTA, all of 3050 Pines Blvd. #210, Pembroke Pines, FL 33024.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall fully indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Hanna Rabenseifner, 905 Brickell Bay Dr. #1831, Miami, FL 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of June, 1998.

Hanna Rabenseifner
HANNA RABENSEIFNER

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVESTATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 30TH DAY OF JUNE, 1998.

Hanna Rabenseifner
HANNA RABENSEIFNER

H98000012280

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 AM 8:05

H98000012280

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared HANNA RABENSEIFNER, known to me as the person who, as Incorporator, executed the foregoing Articles of Incorporation of CALDWELL, PEPPER, GRACE & ASSOCIATES, INC. and acknowledged before me that she executed those Articles of Incorporation. She is personally known to me or produced n/a as identification and took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affix my seal this 30th day of June, 1998.


Notary Public



MARSHA A FIGURA
My Commission OC639441
Expires May, 31, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 AM 8:05

H98000012280