

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 SEP 14 PM 3:28

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Goodguys Development  
Corp.

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-09/17/98--01071--019  
\*\*\*\*122.50 \*\*\*\*122.50

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DIVISION OF CORPORATION

Signature \_\_\_\_\_

Requested by: Chui 9-17 211

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_

R. Purinton SEP 17 1998

ARTICLES OF INCORPORATION  
OF  
GOODGUYS DEVELOPMENT CORP.

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ARTICLE I - NAME

The name of this corporation is GOODGUYS DEVELOPMENT CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 share of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this corporation is Offices of BRENNER & DIENSTAG, P.A., 21 S.E. 1st Avenue, Suite 800, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is RICHARD M. BRENNER, ESQ..

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors constituting the initial Board of Directors. The number of Directors may be either

increased or decreased from time to time by the bylaws; however, there shall never be less than 1 Director nor more than five. The name(s) and address(es) of the initial Board of Director(s) of this corporation are:

GILBERTO CERDA, JR.            21 S.E. 1st Avenue, Suite 800  
President/Treasurer       Miami, Florida 33131  
Director

ALFONSO VILLARAOS, JR.       21 S.E. 1st Avenue, Suite 800  
Vice President/            Miami, Florida 33131  
Secretary  
Director

ARTICLE VII - INCORPORATOR


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

GILBERT CERDA, JR.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16 day of September, 1998


  
\_\_\_\_\_  
GILBERTO CERDA, JR.  
Incorporator

STATE OF FLORIDA        )  
                                  ) ss.  
COUNTY OF MIAMI-DADE)

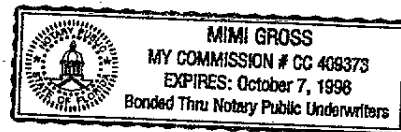
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

GILBERTO CERDA, JR., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed those Articles of Incorporation. ID. Fla. Driver's License C630-280-65-110-0

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 16<sup>th</sup> day of September, 1998.

  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

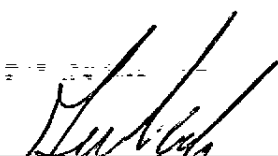


CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
=====

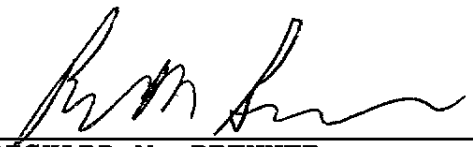
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

THAT GOODGUYS DEVELOPMENT CORP. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 21 S.E. 1st Avenue, Suite 800, Miami, Florida 33131, has named RICHARD M. BRENNER as its agent to accept service of process within Florida.

Dated: September 16, 1998

  
\_\_\_\_\_  
GILBERTO CERDA, JR., Director

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
RICHARD M. BRENNER  
Registered Agent

CERDA-JR\GOODGUYS.ART

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