

Chapter Number Only

6/4/98  
P200081981

Dunkley & Associates  
Requestor's Name  
717 Ponce de Leon Blvd. #310  
Address  
Coral Gables, FL 33143  
City State ZIP Phone  
461-44600

VALUATION ONLY

98 SEP 22 PM 12:16  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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-09/09/98--01008--024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

CAPITAL RESORTS, INC. South Fla

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98 SEP -9 AM 9:40  
DIVISION OF CORPORATION

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| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           |  |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

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Empire Toll Free: 1-800-432-3028

W98-20544



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 9, 1998

EMPIRE

SUBJECT: CAPITAL RESORTS, INC.  
Ref. Number: W98000020544

We have received your document for CAPITAL RESORTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Sharon Davis  
Document Specialist Supervisor

Letter Number: 898A00045858

RECEIVED  
98 SEP 22 AM 9:28  
DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

CAPITAL RESORTS OF SOUTH FLORIDA, INC.

ARTICLE I - NAME

The name of the corporation is CAPITAL RESORTS OF SOUTH FLORIDA, INC.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

This Corporation is organized to engage in any act or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with a par value of one dollar (\$1.00) per share.

#### ARTICLE V - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office and principle place of business of this corporation is 9401 NW 106 St. # 108 Medley, Florida 33178 and the name of the initial registered agent of this corporation at that address is Lindsay Dunkley.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) director initially.

The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

the name and address of the initial director of this corporation is:

NAME	ADDRESS
Faresh Miguel Atala (President)	9401 NW 106 St. # 108 Medley, Florida 33178
James J. Clinton III (Vice President)	9401 NW 106 St. # 108 Medley, Florida 33178

## ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Lindsay Dunkley	9401 NW 106 St. # 108 Medley, Florida 33178

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned Incorporator this 04th, day of  
September 1998.



Lindsay Dunkley

STATE OF FLORIDA )

                          : SS )

COUNTY OF DADE )

The foregoing Articles of Incorporation was acknowledged before me  
this 04th day of September, 1998, by Lindsay Dunkley.

\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: CAPITAL RESORTS OF SOUTH FLORIDA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LINDSAY DUNKLEY AT 9401 NW 106 ST. # 108 MEDLEY, FLORIDA 33178 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:



LINDSAY DUNKLEY

TITLE: INCORPORATOR

DATE: SEPTEMBER 04, 1998



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:



LINDSAY DUNKLEY

DATE: - SEPTEMBER 04, 1998

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TALLAHASSEE FLORIDA