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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

Old Cutler Road  
Enterprises, Inc.

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DIVISION OF CORPORATION

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- 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 \_\_\_\_\_
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- 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 \_\_\_\_\_
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**ARTICLES OF INCORPORATION  
OF  
OLD CUTLER ROAD ENTERPRISES, INC.**

**ARTICLE I.  
CORPORATE NAME**

The name of this Corporation shall be:

**OLD CUTLER ROAD ENTERPRISES, INC.**

**ARTICLE II.  
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation shall be:

770 Ponce de Leon Boulevard  
Suite 207  
Coral Gables, Florida 33134

**ARTICLE III.  
NATURE OF CORPORATE BUSINESS**

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

**ARTICLE IV.  
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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**ARTICLE V.  
TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VI.  
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 rata share thereof at the price at which it is offered to others.

**ARTICLE VII.  
SPECIAL PROVISION**

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as an S-Corporation.

**ARTICLE VIII.  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

Sergio Delgado  
770 Ponce de Leon Boulevard  
Suite 207  
Coral Gables, Florida 33134

**ARTICLE IX.  
BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

**ARTICLE X.  
INITIAL DIRECTORS**

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Sergio Delgado	770 Ponce de Leon Boulevard Suite 207 Coral Gables, Florida 33134

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

**ARTICLE XI.  
OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

Sergio Delgado	770 Ponce de Leon Boulevard
President, Secretary and	Suite 207
Treasurer	Coral Gables, Florida 33134

**ARTICLE XII.  
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
Sergio Delgado	770 Ponce de Leon Boulevard Suite 207 Coral Gables, Florida 33134

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation

to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Sergio Delgado (SEAL)  
Sergio Delgado

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

Before me this 30th day of October, 1998 personally appeared Sergio Delgado, who is [ ] is personally known to me, or who [ ] has produced his drivers license as identification, who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation



D. Justin Niles  
MY COMMISSION # CC692495 EXPIRES  
December 7, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

D. Justin Niles, Notary Public

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Sergio Delgado  
Sergio Delgado

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