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CAPITAL CONNECTION, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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SME Sales Marketing
Estate, Inc.

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Signature _____

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☒ 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 _____

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ARTICLES OF INCORPORATION

I, the undersigned incorporator of this corporation under the Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

S.M.E. SALES MARKETING ESTATE, INC.

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to do the same extent as natural persons might of could do, viz:

To purchase, lease, or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within of without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, plants and commissaries to be used in or in connection with its business. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to formed, to promote and to aid in any way in the formation of any corporation.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges of franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time of times, of payable upon the happening of a specified event of event, secured or for any of the other objects of its business to secure the same by mortgage or mortgages, or deed or property, rights, privileges or franchises.

To enter into , make and perform contracts of every kind with any person, firm association, partnership, syndicate , entity, or corporation, domestic or foreign, municipality, body politic, country, territory, state, government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold , sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person , domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stock , bonds, notes., debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such stock, bonds, notes, debentures, evidences of indebtedness, obligations, securities., certificates, or receipts purchased or required by it, and while the owner or holder of such documents, to exercise all the rights of ownership in respect thereof, and to the extent now or hereafter permitted by law, to aid by loan, subsidy , guarantee, or otherwise , stock issuing, creating or responsible for any such documents.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount.

To engage in the import and export of food stuffs for sale at the wholesale and retail level and to sell food stuffs in the wholesale and retail level.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carries, on or exercised by a corporation organized under Chapter 607 , Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

Any further, to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, and to do all the acts and things and conduct any carry on all business and enterprises to do the same extent as any natural person which is not specifically prohibited by law of the State of Florida, United States, of America, any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other States, territories, or possessions of the United States , and in all foreign countries.
This corporation has the right to engage in any kind of import or export business .

RISK FACTORS

An investment in the shares offered hereby is speculative, involves a degree of risk and should be made only by investors who can afford the delay of repayment or even the loss of part or the entire investment. Each prospective investor should carefully consider the following risk factors, in addition to all of the other information provided by the company, their representatives or other marketable studies. An investor has one week

(seven days) after the recede of this company's Articles of Incorporation to withdraw the investment amount and request a full refund of any and all funds deposited with the company, the companies representative or trust account agent in the event the decision to invest in the company has changed for any or none reason.

SUBSTANTIAL AND CONTINUING LOSSES

Substantial and Continuing Losses, Sale of Significant Assets. Minimal Revenues The Company is in the Real Estate business. Many factors are important with regard to the day to day operation of the Company. Market conditions regarding rental and sell of real estate property are constantly changing. Interest rates, occupancy, natural disasters, fire etc. are only some of the many factors which can and will influence the operation and success of the Company. Especially with regard to condominium conversion, the sale of condominium units, the Company is dependent on factors which may not be under the control or influence of the Company.

INTEREST OR DIVIDEND PAYMENT

Interest or dividend payments to investors may also be influenced by factors which can not be foreseen. During the time of condominium conversion and the sell of the individual units there may be vacancies necessary in order to achieve the Companies goal. Model apartments, evictions, condemnation by the City or needed renovation may result in insufficient revenues for the Company in order to pay returns to investors or may delay the same.

NEWLY FORMED COMPANY

This is a new formed Company, it must be expected that the Company will have a negative income or loss for the first few years of operation. The Company may be forced to sale significant assets in order to continue operation or achieve the Companies goals.

No Relevant Operating History, Uncertainty of Marketable Conditions. This is a new formed Company and therefore, this Company has no operating history. Even the management of the Company believes

that it can and will sell the assets of the Company in the future with profit for the Company and their investors, their can not be given any guarantee to that effect.

ADDITIONAL CAPITAL REQUIREMENT

Additional Capital Requirement. As per the investment proposal of the Company, the management believes that the Company goal can be achieved with the investment made by the investors. However, an investor must be made aware of the fact that there may be a need for additional capital by the Company. In the event the Company is not able to receive institutional funding for the capital requirements, other sources of funding may be of significant higher expense to the Company.

DEPENDENT ON MANAGEMENT

The Company's existing management is available to operate the business of the Company. None of the Company's managers or officers has an exclusive employment agreement with the Company and therefore may leave the Company at any time with or without replacement . The success of the Company may and will be seriously influenced in the event existing management or officers will be replaced .

ARTICLE III Capital Stock Preferred Stock

The maximum number of shares of Preferred Stock which this corporation is authorized to have outstanding at any one time is ONE HUNDRED THOUSAND (100,000) shares of Preferred Stock of FIVE Dollar (\$ 5) per value. Any and all profit sharing shall be split among the holder of the Preferred Stock according to their percentage ownership.

ARTICLE IV, Common Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Stock . The outstanding Preferred Stock of the Company shall be entitled to any and all profit-sharing, if any, however, owners of Preferred Stock shall not have any right to vote.

ARTICLE IV. (i) , Common Stock

The Company has issued 1,000 shares of Common Stock with such designations, voting power, preferences, participating, optional or other special rights, and such qualifications, to elect the Board of Directors of the Company. The issuance of Common Stock, while providing flexibility in connections with possible financing, acquisitions, sales and other corporate purposes, be used as a means of encouraging, or discouraging, , accelerating or delaying or preventing or to change the control of the Company. The Company has issued and therefore has outstanding 1,000 shares of Common Stock. The holder of Common Stock shall have no rights to receive any kind of profit sharing.

ARTICLE V Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VI

Pre-emptive 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 they already hold, shall have the right to purchase their 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 VII

Initial Registered Office, Agent and Principal Address

The street address of the registered office of this corporation is: **400 S. Pointe Drive, # 2502, Miami Beach, FL 33139** and the name of the initial registered agent of this corporation at that address is **Mr. Horst Philipp**.

ARTICLE VIII

Directors

The initial number of directors of this corporation shall be two (2). The number of directors may be wither increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and addresses of the number of the first board of directors who, subject to the provisions of the Certificate of Incorporation, by the by-laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
Horst Philipp	400 S. Pointe Drive, # 2502 Miami Beach, FL 33139
Patrick Klotzbach	400 S. Pointe Drive, # 2502 Miami Beach, FL 33139

ARTICLE IX

Subscribers

The name of the subscriber of these Articles of Incorporation are as follows:

NAME	ADDRESS
Horst Philipp	400 S. Pointe Drive, # 2502 Miami Beach, FL 33139

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
Records and Documents

The corporation shall have the further right and power to:
From time to time determine whether and to what extent and what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock books) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspection and account book of document of this corporation except as conferred by state, unless authorized by a resolution of the shareholders or board of Directors.

The corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more officers within or without the Statutes if the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes if the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated this 16 th day, of November 1998.

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE OR THE SERVICE 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- **S.M.E. SALES MARKETING ESTATE, INC.** Incorporated to organize or qualify under the laws of the State of Florida, with its principal place of business at:
400 S. Pointe Drive, # 2502, Miami Beach, FL 33139 and **Mr. Horst Philipp** as its Agent to accept service of process within Florida.

Signature: 

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 duties.

Signature: 

Title: Registered Agent

Date: 11-16-98

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