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Transmittal Letter

FILED

98 DEC 10 PM 12:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 1, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002708504--8  
-12/10/98--01024--008  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,

  
Douglas Martin

P Hall

DEC 11 1998

(5)

**ARTICLES OF INCORPORATION  
OF  
DAMKAT INVESTMENT GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I            NAME**

The name of the corporation shall be DAMKAT INVESTMENT GROUP, INC.

**ARTICLE II            NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III           CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV           ADDRESS**

The street of the initial registered office of the corporation shall be 10400 S.W. 108th Avenue, Suite 404, Miami, Florida 33172 and the name of the initial Registered Agent for the corporation at that address is DOUGLAS MARTIN.

**ARTICLE V            SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI           TERM OF EXISTENCE.**

This corporation shall exist perpetually.

## ARTICLE VII            LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII           SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

DOUGLAS MARTIN - President  
GLORIA SANTIAGO - Vice President  
AL SANTIAGO - Secretary/Treasurer

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

DOUGLAS MARTIN  
10400 S.W. 108th Avenue, Suite 404,  
Miami, Florida 33172

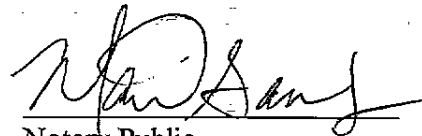
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on  
this 1st day of December, 1998.

Incorporator

  
DOUGLAS MARTIN

State of Florida  
County of Miami-Dade

The foregoing instrument was executed and acknowledged before me this 1st  
day of December, 1998.



Notary Public

State of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

(SEAL)



Mario Garcia, Jr

My Commission CC790624

Expires November 12, 2002

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED

98 DEC 10 PM 12:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. DAMKAT INVESTMENT GROUP, INC., a corporation organizing under the laws of the State of Florida, with its principal office located 10400 S.W. 108th Avenue, Suite 404, Miami, Florida 33172, has named DOUGLAS MARTIN, whose address is 10400 S.W. 108th Avenue, Suite 404, Miami, Florida 33172, as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.


Registered Agent

  
DOUGLAS MARTIN

State of Florida  
County of Miami-Dade

BEFORE ME, the undersigned authority, this day personally appeared DOUGLAS MARTIN, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 19<sup>th</sup> day of December, 1998.

  
Notary Public  
State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(SEAL)



Mario Garcia, Jr.  
My Commission CC790624  
Expires November 12, 2002