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*****78.75 *****78.75

REFERENCE:

0150.5150

DATE:

1/15/98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

-CAP Holdings, Inc.

FILED
99 JAN 15 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 4122 FOR \$ 78.75

PLEASE FILE:

☒ ARTICLES OF INC.

☐ AMENDMENT

☐ DISSOLUTION

☐ ANNUAL REPORT

☐ MERGER

☐ WITHDRAWAL

☐ QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ TRADEMARK/SERVICE

☐ UCC-1

☐ UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ STAMPED COPY

RECEIVED
99 JAN 15 AM 9:37
DIVISION OF CORPORATION

Examiner's Initials

T. SMITH JAN 15 1999

ARTICLES OF INCORPORATION

OF

CAP HOLDINGS, INC.

99 JAN 15 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

I, the undersigned incorporator, do hereby subscribe to and adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of this corporation shall be Cap Holdings, Inc., and the principal place of business and the mailing address of this corporation shall be: 1221 Brickell Ave., 6th Floor, Miami, Florida 33131.

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the state of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services or any benefit to the corporation in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 103 N. Meridian St., Lower Level, Tallahassee, Florida 32301 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the address shall be CorpDirect Agents.

ARTICLE VI
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Roy D. Tanis	1221 Brickell Ave Miami, FL 33131
David H. Promoff	1221 Brickell Ave Miami, FL 33131
Lucious T. Harris	1221 Brickell Ave Miami, FL 33131

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is CorpDirect Agents, 103 N. Meridian St., Lower Level, Tallahassee, Florida 32301.

ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST


No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority

thereof, and any director of this corporation who is also a director or any officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX
INDEMNIFICATION

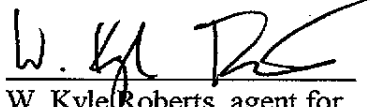
This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Florida Business Corporation Act, make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true, and hereunto set my hand and seal this 15th Day of June, 1999.


W. Kyle Roberts, agent for
CorpDirect Agents
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT FOR CAP HOLDINGS, INC

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act at this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


W. Kyle Roberts, agent for
Registered Agent
CorpDirect Agents

1/15/99
Dated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA