

P99000007954

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ciell Enterprises, Inc

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DIVISION OF CORPORATION

Signature _____

Requested by: cy

Name _____

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☒ Art of Inc. File _____
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____ Foreign Corp. File _____
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____ 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 _____
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____ Vehicle Search _____
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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
CIELL ENTERPRISES, INC.**

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DIVISION OF CORPORATIONS

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ARTICLE I - NAME

The name of this corporation is CIELL ENTERPRISES, INC., which is located at
123 De Leon Road, Cocoa Beach, Florida 32931.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of
these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To
manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles
and property of all kinds and to render services of all kinds, and to engage in any lawful act
or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten thousand (10,000) shares of \$.10 par
value voting common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of
directors, and for all other purposes, shall be vested exclusively in the holders of the
outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 410 West Merritt Avenue, Merritt Island, Florida 32953, and the name of the initial registered agent of this corporation at that address is Markey & Fowler, P.A.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with applicable law, the Bylaws or agreement, but shall never be less than one. The name and address of the initial director of CIELL ENTERPRISES, INC. is:

NAME

ADDRESS

August P. Ciell

123 De León Road
Cocoa Beach, Florida 32931

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Kevin P. Markey

410 West Merritt Avenue
Merritt Island, Florida 32953

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

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

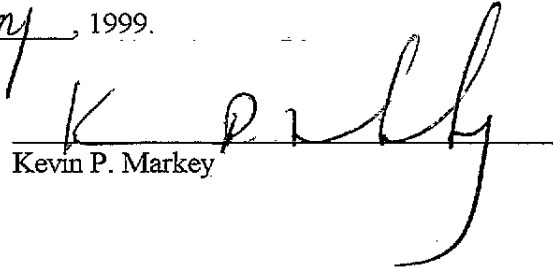
ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of January, 1999.


Kevin P. Markey

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

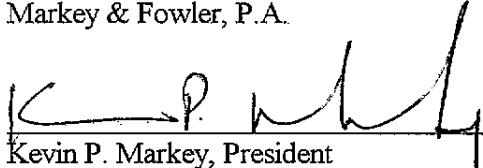
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that CIELL ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named Markey & Fowler, P.A., located at 410 West Merritt Avenue, Merritt Island, FL 32953, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Markey & Fowler, P.A.



Kevin P. Markey, President

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