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Division of Corporations

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From: Account Name : FILINGS, INC.  
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FLORIDA PROFIT CORPORATION OR P.A.

CAPMARK AND ALLIED, INC.

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Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
CAPMARK AND ALLIED, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be CAPMARK AND ALLIED, INC. and the initial address of the corporation shall be 102 N.W. 14th Avenue, Delray Beach, Florida 33444.

**ARTICLE II**

This corporation may engage in any business permitted under the law of the State of Florida.

**ARTICLE III**

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

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

The consideration for all of said stock shall be payable in cash.

This instrument prepared by:  
Alexander O. Akpodiete, Esq., AKPODIETE LAW GROUP, P.A.  
COURTHOUSE PLAZA, 8 N. FLAGLER STREET, 11TH FLOOR, MIAMI, FLORIDA U.S.A. 33130-2890  
(305) 352-3665. (305) 631-4234 Fax  
Florida bar No. 17728

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CAPMARE AND ALLIED, INC.  
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ARTICLE IV

This corporation shall commence its existence effective immediately, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be 28 W. Flagler Street, 11th Floor, Miami, Florida 33130-1890 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 that address shall be ALEXANDER O. AKPODIETE, ESQ.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until his and her successors are duly elected and qualified, shall be KOLAPO ALAKA-COKER, 102 N.W. 14th Avenue, Delray Beach, Florida 33444.

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ARTICLE VIII

The name and address of the incorporator is KOLAPO ALAKA-COKER,  
102 N.W. 14th Avenue, Delray Beach, Florida 33444.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be effected 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 he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any Director of this corporation who is also a director or an 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 he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

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**ARTICLE XI**

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

IN WITNESS WHEREOF, I, the undersigned, being the incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 26<sup>th</sup> day of March, 1999.

  
KOLAPO ALAKA-COKER, Incorporator

STATE OF FLORIDA :  
: SS.  
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared KOLAPO ALAKA-COKER, known me to be the person described in and who executed the foregoing Articles of Incorporation, who, after first being duly sworn upon oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the state and country last aforesaid this 26<sup>th</sup> day of March, 1999.

Signature: 

NOTARY PUBLIC

Name:



ALEXANDER O. ANPODITE  
My Commission: CC481E18  
Expires May, 02, 2002  
Bonded by F&M  
800-622-1260

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

In compliance with the laws of Florida, the following is submitted:

First, that CAPMARK AND ALLIED, INC., desiring to organize under the laws of the State of Florida, has named ALEXANDER O. AKPODIETE, ESQ., 28 W. Flagler Street, 11th Floor, Miami, Florida 33130-1890, County of Miami-Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325, F.S.

  
ALEXANDER O. AKPODIETE, ESQ.  
Registered Agent

DATED this 26<sup>th</sup> day of March, 1999.

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