

99000035222

CAPITAL CONNECTION, INC.

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

First Foundation
Capital Corp.

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*****70.00 *****70.00

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: AS

4/16/99 10:28

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ 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 _____

____ UCC 11 Retrieval _____

____ Courier R. Purinton

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**ARTICLES OF INCORPORATION
OF
FIRST FOUNDATION CAPITAL CORP.**

ARTICLE I - NAME

The name of this corporation is First Foundation Capital Corp.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any legal and 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 500,000 shares of \$.01 par value common stock. The number of shares to be issued to the initial subscribers and the consideration to be furnished for those shares are as follows:

SUBSCRIBER

NUMBER OF SHARES

Robert L. Beals

500,000

Except as otherwise required 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 of stock of this corporation.

**ARTICLE V - PRINCIPAL ADDRESS,
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the corporation is 1396 South Babcock Street, Melbourne, Florida 32901. The street address of the initial registered office of this corporation is 1900 South Hickory Street, Suite A, Melbourne, FL 32901, and the name of the initial registered agent of this corporation at that address is Robert L. Beals.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth E. Allen	1396 South Babcock Street Melbourne, FL 32901
Donald R. Cassidy	1396 South Babcock Street Melbourne, FL 32901

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles and initially subscribing to the capital stock is:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Beals	1900 South Hickory Street Melbourne, FL 32901

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the holders of common stock of this corporation.

**ARTICLE IX - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER**

The approval by a majority 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 X - DIRECTORS COMPENSATION

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

ARTICLE XI - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this corporation is a party or are parties to, or interested in, such contract, act or association or corporation and each an every person who may become a Director or Officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any ways interested.

ARTICLE XIV - 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 XV - DIVIDENDS ON COMMON STOCK

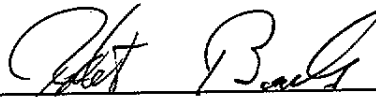
The holders of the issued and outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable in cash, in property or in shares of the common stock of the corporation.

No dividends shall be paid upon the common stock in any medium if the corporation is, or is thereby, rendered incapable of paying its debts as they become due in the usual course of business.

ARTICLE XVI - AFFILIATED TRANSACTIONS

The corporation expressly elects that it shall not be governed by Section 607.0901, Florida Statutes (1991), as amended from time to time or any corresponding provisions of Florida Statutes.

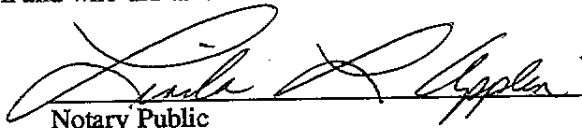
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of April, 1999.



Robert L. Beals

STATE OF FLORIDA)
) ss.
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 15 day of April, 1999, by ROBERT L. BEALS, who is personally known to me or who has produced _____ as identification and who did take an oath.



Notary Public
State of Florida at Large
My Commission Expires:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

First Foundation Capital Corp.

2. The name and address of the registered agent and office is:

Robert L. Beals
1900 South Hickory Street, Suite A
Melbourne, FL 32901

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in 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.


Robert L. Beals

4/15/99
Date

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