

990000041262

CAPITAL CONNECTION, INC.

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

Old Cutler Holding, Inc

300002864883-7  
-05/06/99--01039--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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99 MAY -6 AM 10:38

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

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 \_\_\_\_\_

99 MAY -6 PM 2:45

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

R. Purinton MAY - 6 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**OLD CUTLER HOLDING, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY -6 PM 2:45

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**

The name of the corporation is Old Cutler Holding, Inc.

**ARTICLE II**  
**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 500 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock classes, shall not have preemptive rights to subscribe to the corporation's securities.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

**ARTICLE V**  
**BEGINNING OF CORPORATE EXISTENCE**

The date when the corporate existence of this corporation commences shall be May 6, 1999 time of subscription and acknowledgement of these Articles of Incorporation.

**ARTICLE VI**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII**  
**ADDRESS**

The initial street address of the principal office of this corporation is

1110 Brickell Avenue  
Penthouse One  
Miami, Florida 33131

**ARTICLE VIII**  
**DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders.

**ARTICLE IX**  
**INITIAL DIRECTORS**

The name and address of the initial director of the corporation is: -

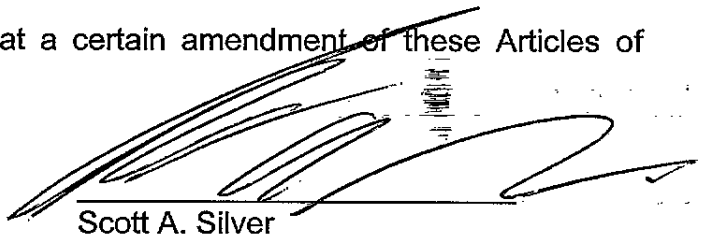
Scott A. Silver  
1110 Brickell Avenue  
Penthouse One  
Miami, Florida 33131

**ARTICLE X**  
**THE NAME AND ADDRESS OF THE SUBSCRIBER**  
**TO THESE ARTICLES OF INCORPORATION**

Scott A. Silver  
1110 Brickell Avenue  
Penthouse One  
Miami, Florida 33131

**ARTICLE XI**  
**AMENDMENT**

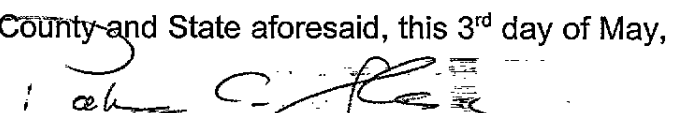
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a shareholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

  
\_\_\_\_\_  
Scott A. Silver

**STATE OF FLORIDA                    )**  
**COUNTY OF MIAMI-DADE        )**

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared Scott A. Silver, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State aforesaid, this 3<sup>rd</sup> day of May, 1999.

  
\_\_\_\_\_  
Notary Public State of Florida at Large

**CERTIFICATE OF RESIDENT AGENT  
OF  
OLD CUTLER HOLDING, INC.**

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

That Old Cutler Holding, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates Scott A. Silver, whose address is 1110 Brickell Avenue, Penthouse One, Miami, Florida 33131, as its registered agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

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.

  
Scott A. Silver, Registered Agent