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

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Capital Partners Inc.

FILED
99 MAY 12 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☐ ARTICLES ONLY

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: _____

Date: _____

W-11144
ajc
5/12



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 12, 1999

UCC FILING & SEARCH SERVICES

SUBJECT: CAPITAL PARTNERS INC.
Ref. Number: W99000011144

We have received your document for CAPITAL PARTNERS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 199A00026085

PAPPAS METCALF JENKS MILLER & REINSCH

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

200 WEST FORSYTH STREET • SUITE 1400
JACKSONVILLE, FLORIDA 32202-4327

G. TODD GOTTRILL
GARY B. DAVENPORT
CHRISTINA P. GILLAM
THOMAS M. JENKS
ROBERT A. LEAPLEY, JR.
JOHN G. METCALF
FRANK E. MILLER
M. LYNN PAPPAS
MARK A. REINSCH
GARRY J. RHODEN

TELEPHONE
(904) 353-1880
TELECOPY
(904) 353-5217

May 14, 1999

VIA HAND DELIVERY

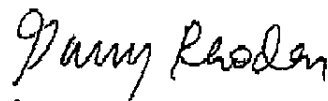
Allen Crum
Division of Corporations
409 E. Gaines Street
Secretary of State
Tallahassee, Florida 32399

Re: Capital Partners, Inc. Incorporation

Allen:

This letter confirms our request for your office to file Capital Partners, Inc. as a corporation organized under the laws of the State of Florida notwithstanding the fact that there is an active corporation filed with the Division of Corporations that has a similar name. This letter will be delivered to your office by UCC Filing & Search Services. If you have any questions please feel free to call me.

Respectfully yours,


Garry J. Rhoden

GJR/

c: ✓ Robert A. Leapley, Esq.

**ARTICLES OF INCORPORATION
OF
CAPITAL PARTNERS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Capital Partners, Inc.

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 512 East Washington Street, Orlando, Florida 32801.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ninety-nine (99) shares of common stock having a par value of \$1.00 per share.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

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(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1400, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Robert A. Leapley.

ARTICLE VII

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the initial Director of the first Board of Directors of the corporation is:

Richard J. Toomey
5076 Sunset Court
Windemere, Florida 34786

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX
Incorporator

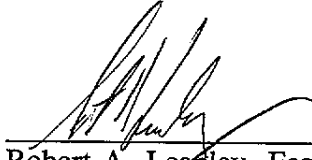
The name and street address of the incorporator of this corporation are:

Robert A. Leapley, Esq.
200 West Forsyth Street, Suite 1400
Jacksonville, Florida 32202

ARTICLE X
Amendment

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

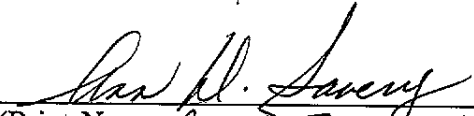
IN WITNESS WHEREOF, the incorporator has executed these Articles the 11th day of May, 1999.



Robert A. Leapley, Esq., Incorporator

STATE OF FLORIDA }
 }SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 11th day of May, 1999, by
Robert A. Leapley.



(Print Name Ann D. Savery)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires:
Personally known ✓
or Produced I.D. _____
[check one of the above]
Type of Identification Produced _____

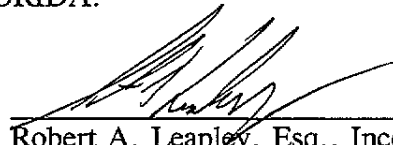


Ann D. Savery
MY COMMISSION # CC546473 EXPIRES
April 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

PEARSON CAPTIAL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN
DOVER, STATE OF FLORIDA, HAS NAMED ROBERT A. LEAPLEY, LOCATED AT 200
WEST FORSYTH, SUITE 1400, JACKSONVILLE FLORIDA 32202, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Robert A. Leapley, Esq., Incorporator

Dated: May 11, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


Robert A. Leapley
Registered Agent

Dated: May 11, 1999

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TALLAHASSEE, FLORIDA