

P99000051603

CAPITAL CONNECTION, INC.

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

The Stonehedge Group,
Inc, III

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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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**The Stonehedge
Group, Inc.**

3974 Tampa Road, Suite B
Oldsmar, Florida 34677

May 27, 1999

Capital Connection, Inc.
417 E. Virginia Street, Suite 1
Tallahassee, Florida, 32301

RE: The Stonehedge Group, Inc. - III

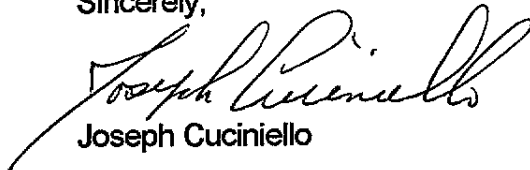
Dear Sir or Madam:

Enclosed please find Articles of Incorporation for The Stonehedge Group, Inc. – III.

I recently incorporated The Stonehedge Group, Inc. and The Stonehedge Group, Inc. – II. I am authorizing, as the sole owner and shareholder, the use of the above name in this related business.

Thank you for your attention to this matter.

Sincerely,



Joseph Cuciniello

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE STONEHEDGE GROUP, INC. - III**

The undersigned subscriber to the Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for Profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is The Stonehedge Group, Inc. - III

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The name and address of the principal office of this Corporation is: The Stonehedge Group, Inc. - III, attention Joseph Cuciniello, 3974 Tampa Rd., Suite B, Oldsmar, FL 34677, and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is: Joseph Cuciniello, The Stonehedge Group, Inc. - III, 3974 Tampa Rd., Suite B, Oldsmar, FL 34677.

ARTICLE 5 - CORPORATE CAPITALIZATION

- 5.1 The Corporation is authorized to have a class of preferred stock. The maximum number of shares of preferred stock that this Corporation is authorized to have is ten million (10,000,000) shares of NON-VOTING preferred stock. The preferred stock shall have a par value of ONE DOLLAR (\$ 1.00) per share, and contain a right of redemption at any time regardless of sequence and at the discretion of the corporation, by the corporation, at a price of par value with a five (5%) percent increase to be adjusted pro rata for stock splits. The preferred stock is to be paid a noncumulative dividend, when declared by the Board of Directors, in the amount of ten (10%) percent per annum of the par value of the preferred stock. The dividend shall be paid before any other dividends are paid by the Corporation. In the event of the liquidation of the Corporation, after the payment of all creditors, the Preferred Stock shall be redeemed at its par value before any of the common stock. The Preferred stock shall have no preference rights nor any voting rights except or as prescribed by the Florida Business Corporation Act.

5.2 The Corporation is authorized to have a class of VOTING common stock. The maximum number of shares of voting stock that this Corporation is authorized to have is ten million (10,000,000) shares. The preferred stock shall have a par value of one mil (\$0.001) per share of stock.

The consolidation or merger of the Corporation at any time, or from time to time, with any other corporation or corporations, or a sale of all or substantially all of the assets or the Corporations, shall not be construed as a dissolution, liquidation, or winding up of the corporation within the meaning hereof.

If less than the full preferential dividend is paid to the holders of preferred shares in any calendar year, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends

In case of liquidation, dissolution, or distribution of assets of the Corporation, the holders of preferred shares shall be paid the par amount of such preferred shares before any amount shall be payable to the common shareholders.

All the rights described and designated to the preferred stock shall be duly adopted by the Board of Directors and set forth in duly adopted written resolutions of the Board of Directors.

5.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemptions of the stock.

5.5 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten million (10,000,000) shares of voting common stock, each share having the par value of ONE MIL (\$ 0.001).

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 7 - TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 8 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered officer of this corporation is the address of Officer.

ARTICLE 10 - BYLAWS

The Board of Directors of the Corporation shall have power without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 11 - EFFECTIVE DATE

The Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 12- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3 day of June, 1999.

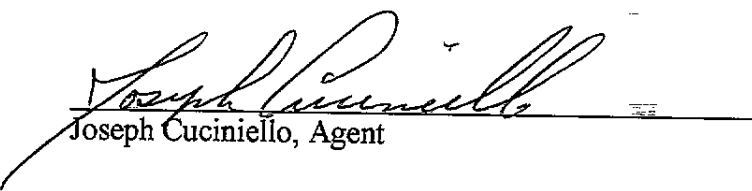

Joseph Cuciniello, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions Section 607.0501, Florida Statutes, the mentioned 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 The Stonehedge Group, Inc. - III
The name and address of the registered agent and office is:
Joseph Cuciniello
3974 Tampa Rd., Suite B
Oldsmar, FL 34677
and the mailing address is the same.

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.


Joseph Cuciniello, Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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