P99000063017

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 ✓

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TALLAHASSEE, FLORIDA

- ✓ 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

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Signature

Requested by: LS — 7/15/99 — 8:45

Name — Date — Time

Walk-In — Will Pick Up

The Stonehedge Group, Inc.

3974 Tampa Road, Suite B
Oldsmar, Florida 34677

July 9, 1999

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

RE: The Stonehedge Group, Inc. - V

Dear Sir or Madam:

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

I recently incorporated The Stonehedge Group, Inc., The Stonehedge Group, Inc. – II, The Stonehedge Group, Inc. – III and The Stonehedge Group, Inc. – IV. 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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ARTICLES OF INCORPORATION

OF

THE STONEHEDGE GROUP, INC. - V

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. – V.

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. - V, 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. – V, 3974 Tampa Rd., Suite B, Oldsmar, FL 34677.

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The Corporation is authorized to have a class of non-voting preferred stock. The maximum number of shares of non-voting preferred stock that this Corporation is authorized to have is three million (3,000,000) shares of preferred stock. The non-voting preferred stock shall have a par value of ONE DOLLAR ($ 1.00) per share, and contain a right of redemption at any time, 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.

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. Preferred stock shall not have any voting rights.

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.

5.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

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 nor or hereafter authorized, or securities convertible into shares of its stock of any class, whether nor 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 five million (5,000,000) 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 art 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 incorporator of this corporation is the address of Incorporator.

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 statue 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 9th day of July, 1999.

Joseph Cuciniello

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. - V
   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

Joseph Cuciniello, Agent

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