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COVER LETTER FOR FILING ARTICLES

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Expedited: Dept. of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Filing Fee.....\$70
Non-Profit.....\$70
LLC.....\$250

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RE: ~~JMAC~~ & Co., Inc.
CARMAC

500003016825--1
-10/18/99--01080--012
*****70.00 *****70.00

Dear Secretary of State:

Enclosed is an original and a copy of the proposed Articles of Incorporation of the above listed corporation(s). Please file the original Articles and fax a copy of the filed articles to (760) 634-5339. You may call me at (888) 267-7879 with any problems or questions.

Please return the copies in the enclosed envelope to:

U.S. CORPORATIONS, INC.
ATTN: KELLY BRUCE
630 Neptune Avenue
Encinitas, CA 92024

Sincerely,

Steven Chase
Incorporator
U.S. Corporations, Inc.

99 OCT 28 AM 7:43
FILED
SECRETARY OF STATE
TALLAHASSEE FL 32399

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

10-28-99
5



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 21, 1999

U.S. CORPORATIONS, INC.
KELLY BRUCE
603 NEPTUNE AVE.
ENCINITAS, CA 92024

SUBJECT: CARMAC & CO, INC.
Ref. Number: W99000024315

We have received your document for CARMAC & CO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 999A00050809

*Secretary of State
Corporations Division
State of Florida*

ARTICLES OF INCORPORATION
OF
CHIMAC & Co., Inc.

FILED
99 OCT 28 AM 7:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation pursuant to section 607.0202, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the corporation is :

CHIMAC & Co., Inc.

ARTICLE TWO: The address of the corporation's initial registered office in this state is:

5266 NW 114 Avenue Unit 303, Miami, FL 33178

The initial agent at such address is Jeff Chicola

ARTICLE THREE: The aggregate number of shares of common capital stock which the corporation has authority to issue is 5,000 having no par value.

No preferences, qualifications, limitations, or restrictions in respect to the shares shall be set.

ARTICLE FOUR: The preemptive right of a shareholder to acquire additional shares shall not be limited or denied.

ARTICLE FIVE: The name and place of residence of the incorporator is as follows:

Steven P. Chase
7536 Forsyth
Suite 178
Clayton, MO 63105

ARTICLE SIX: The number of directors to constitute the board of directors is Two (2).

The names and address of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Robert McAllister - 5266 NW 114 Avenue Unit 303, Miami, FL 33178

Jeff Chicola - 5266 NW 114 Avenue Unit 303, Miami, FL 33178

ARTICLE SEVEN: The duration of the corporation is perpetual.

ARTICLE EIGHT: The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florid, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the State of Florida. The specific purpose of this corporation is contracting.

ARTICLE NINE: The address of the business office or headquarters is:

5266 NW 114 Avenue Unit 303, Miami, FL 33178


The mailing address is the same as above.

ARTICLE TEN: The corporation will commence business upon the file date assigned by the Secretary of States office.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 10/11/99.

Incorporator: Steven P. Chase
U. S. Corporation On Line, Inc.

Signature:


Steven P. Chase-Incorporator

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

5266 NW 114 Avenue, Unit 303, Miami, FL 33178

X Jeffrey R. Chule Date 10/22/99

DIVISION OF CORPORATIONS, PO BOX 8327, TALLAHASSEE, FL 32314

FILED
99 OCT 28 AM 7:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA