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Accountants & Tax Consultants

655 W. Fulton Street, Suite 1 • Sanford, Florida 32771 • 407-330-0991 • Fax 407-330-1364

November 24, 1999

UCC SERVICES, INC.
526-200 East Park Avenue
Tallahassee, FL 32301

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-11/30/99--01051--001
****140.00 ****70.00

IN RE: CA CLASSICS, INC.,

Dear "UCC Folks":

Please "walk-through" the enclosed corporation and return to me by asap. I request the Charter page to be: X Faxed to me at 407-330-1364 as soon as possible.

Byron L. Rambo
Rambo & Company
655 West Fulton Street, Ste. 1
Sanford, FL 32771

My check in the amount of \$70.00 for the state fees are enclosed; no "Certified Copy" is required at this time. Please invoice me for any additional fees.

Thank you for your service and attention.

Yours respectfully,
RAMBO & COMPANY


BYRON L. RAMBO

BLR:dms

ENCLOSURES

EFFECTIVE DATE
11-23-99

FILED
99 NOV 30 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN DEC - 3 1999

EFFECTIVE DATE

11-23-99

**ARTICLES OF INCORPORATION OF A CORPORATION
FOR A CORPORATION FOR PROFIT**

These Articles of Incorporation are executed to establish a Corporation under the laws of Florida.

ARTICLE 1 - CORPORATE NAME AND ADDRESS:

CA CLASSICS, INC.,
205 COASTLINE RD.,
SANFORD, FL 32771

**ARTICLE 2 - INCORPORATOR/INITIAL DIRECTOR /REGISTERED AGENT
and REGISTERED ADDRESS:**

CURTIS AUSTIN
116 ROSE LAKE LANE
SANFORD, FL 32771

ARTICLE 3 - AUTHORIZED SHARES:

(One thousand shares (1000) at One Dollar(\$1.00)

ARTICLE 4 - AUTHORIZED SHARES OF STOCK: Any portion of the shares of stock of this corporation may be issued for cash, property, services actually performed or any right or thing having a value at least equal to the full value of the stock to be so issued. Neither promissory notes nor future services shall constitute part or full payment for the issuance of such shares. All issued shares shall be fully paid and non-assessable as though paid for in cash. The stockholders shall be the sole judges of the value of the property, right or thing exchanged for such shares and their judgement of such value shall be conclusive. The stockholders shall have the right to increase the amount of authorized shares, either with or without nominal or per value and to provide the designation, preference, voting power of, and other restrictions on, the same.

ARTICLE 5 - POWERS, PURPOSES, EXISTENCE AND COMMENCEMENT:

This corporation shall have all of the powers conferred upon Corporations and may engage in any business or activity, permitted by Laws of the State of Florida. This corporation shall have perpetual existence and shall commence such existence on the date these Articles are executed and acknowledged if the same Are filed with the Secretary of the State of Florida with five (5) days of said execution. If said Articles are not filed with the Secretary of State of Florida within said five (5) days, the corporation shall commence its existence the date these Articles are filed with the Secretary of State.

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ARTICLE 6 – STATED CAPITAL: The stated capital of this corporation shall be the sum of the par value of all the shares of the corporation having a par value that have been issued and not canceled; the amount of the consideration received by the corporation for all shares of this corporation without par value that have been issued, except such part of the consideration there of that has been allocated to capital surplus in a manner permitted by law; and such amount not included immediately above that had not been transferred to stated capital of this corporation, whether upon the issue of shares as a share dividend or otherwise, minus all deductions from such sums that have been effected in a manner permitted by Law.

ARTICLE 7 – AMENDMENTS TO ARTICLES: Every amendment to these Articles shall be approved by the stockholders by a majority of the shares entitled to vote thereon at a meeting called for such purposes.

ARTICLE 8 – STOCKHOLDERS ACTIN IN LIEU OF DIRECTORS OFFICERS:


- a. The business of this corporation shall be conducted by the stockholders of this corporation acting as, and in lieu of, directors. The stockholders shall be deemed directors of this corporation when their purchase of stock has been recorded in the stock Ledger of this corporation and shall collectively constitute the Board of Directors. Any action required by Law to be performed by directors shall be taken by the stockholders acting as directors.
- b. Each stockholder shall have votes equal to the number of shares owned by said stockholder.
- c. The Initial Director shall hold the organizational meeting of this corporation or otherwise ratify the actions of the Incorporator who may have conducted said meeting.
- d. Any action of the stockholders may be taken without a formal meeting if written consent setting forth the action taken is signed by all the stockholders entitled to vote if a meeting had been held. Said consent shall have the effect of a unanimous vote of the stockholders.
- e. In addition to the stockholders, the business of this corporation shall be conducted by such officers as may be set forth in the By-Laws of this corporation.
- f. Any stockholder may appoint another person to serve in the stockholders stead.

g. The stockholders shall have the right to:

- (1) Issue unissued or treasury shares of this corporation for securities of this corporation convertible into a right to subscribe or acquire shares of this corporation and containing such conditions or rights, including preemptive rights, as the stockholders may deem proper.
- (2) Limit the transferring, assigning, pledging, devising, and bequeathing of the stock of this corporation and all other matters permitted by the Laws of Florida in any agreement among themselves.
- (3) Approve the reasonable charges and expenses of incorporating this corporation, including attorney's fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares without thereby impairing the fully paid and non-assessable status of such shares.
- (4) Adopt, alter, amend, or repeal the By-Laws of this Corporation. The regulation and management of the affairs of this Corporation not inconsistent with Law or these Articles of Incorporation.

IN WITNESS WHEREOF, I execute these Articles of this corporation.

The Undersigned accepts the duties of registered Incorporation of agent of this Corporation.

x 

Incorporator/Initial Director/Registered Agent

Dated on: Dec 23, 99

A certified copy of these Articles may be ordered from Secretary of State of Florida, Box 6327, Tallahassee, Florida 32314.
Call (904) 487-6054 for current costs. At the time of filing, the cost was \$52.50.