Division of Corporations

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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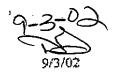
### FLORIDA PROFIT CORPORATION OR P.A.

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SHELBORNE PASSOVER 2003, INC.

Certificate of Status	0
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#### SECRETARY OF STATE TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION OF

## SHELBORNE PASSOVER 2003, INC.

The undersigned, for purposes of forming a business corporation under the provisions of Florida Statutes Chapter 607, the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

#### ARTICLE I NAME

The name of this corporation shall be SHELBORNE PASSOVER 2003, INC. (hereinafter called the "Corporation").

#### <u>ARTICLE II</u> PRINCIPAL ADDRESS

The address of the principal office and the mailing address of the office of the Corporation is 9730 Stirling Road, Cooper City, Florida 33024.

## ARTICLE III PURPOSE

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

#### <u>ARTICLE IV</u> CAPITAL STOCK

The capital stock authorized shall be 1,000 shares, such shares shall be of a single class, and shall have a par value of \$0.01 per share.

## ARTICLE Y INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 9730 Stirling Road, Cooper City, Florida 33024, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Eugene Spadaro.

#### ARTICLE VI INITIAL HOARD OF DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the Bylaws, but shall not be less than one (1). The name and address of the persons who are to serve as the members of the initial board of directors are:

-1-

4888 BOODEN

Eugene Spadaro

9730 Stirling Road, Cooper City, Florida 33024

#### ARTICLE VII INCORPORATOR

The name and address of the Incorporator is Eugene Spadaro, 9730 Stirling Road, Cooper City, Florida 33024

### ARTICLE VIII RVLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

#### ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the Corporation to the full extent not prohibited by law.

#### <u>ARTICLE X</u> PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchased his or her prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE XI

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned Incorporator on the \_\_\_\_\_ day of September, 2002.

Eugene Spadaro, Incorporator

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The undersigned, having been named the Registered Agent of SHELBORNE PASSOVER

NC., hereby accepts such designation and in a control of the c 2003, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes § 607.0505.

> EUGENE SPADARO Registered Agent

Dated: September <u>Z</u> 2002.