

**P950000 35367**

95 MAY 10 11 00 AM '95

LAZARD'S CORPORATE INDUSTRIES, INC.  
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE 16  
(Address)

MIAMI, FLORIDA 33174 (305) 552-5973  
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904) 385-6735

OFFICE USE ONLY

\*\*\*\*\*  
\*\*\*\*\*

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. HOME LINK OF FLORIDA, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in   
  Pick up time 2:00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NANCY HENDRICKS MAY - 5 1995

Examiner's Initials

FILED

95 MAY -5 PM 3:31

SECRET  
TALLAHASSEE

ARTICLES OF INCORPORATION

OF

HOME LINE OF FLORIDA, INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

I

The name of the proposed corporation is:

HOME LINE OF FLORIDA, INC.

II

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

III

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time shall be:

FIVE HUNDRED (500) SHARES WITH A PAR VALUE

IV

This Corporation shall have perpetual existence beginning on the date of incorporation.

V

The principal business office of the Corporation shall be located at:

Barnett Bank Plaza, One East Broward Boulevard  
10th Floor, Ft. Lauderdale, FL 33301

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may, from time to time, be authorized by its Board of Directors.

VI

The initial registered office address of this corporation shall be:

327-06 Ives Dairy Road, North Miami, FL 33179

and, the Registered Agent at such registered address is:

FLAVIO SCHONHOLZ

VII

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) as shall from time to time be designated in the By Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

VIII

The name and street address of each person who is to serve as a member of the initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified are:

NAME	ADDRESS
SERGIO WAINSTEIN	1767 N. W. 91 Avenue Plantation, FL 33322
FLAVIO SCHONHOLZ	327-06 Ives Dairy Road North Miami, FL 33179

IX

The name and street address of each incorporator is:

NAME	ADDRESS
SERGIO WAINSTEIN	1767 N. W. 91 Avenue Plantation, Fl. 33322
FLAVIO SCHONHOLZ	327-06 Ives Dairy Road North Miami, Fl. 33179

X

The By-laws of this Corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

XI

This Corporation shall have, in addition to a President, Vice President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws.

XII

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

XIII

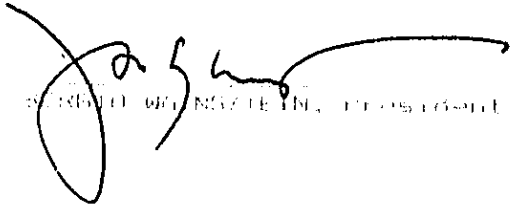
Every person who now is or hereafter shall become a Director of this Corporation shall be indemnified by the Corporation against all costs and expenses (including attorney's fees) hereafter reasonable incurred by or imposed upon him in connection with or resulting from any action.

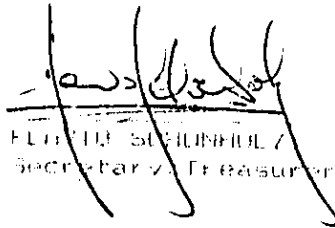
suit or proceedings of whatever nature, to which he is or shall be made party by reason of his being or having been a Director of the Corporation whether or not he is a Director of the Corporation at the time he is made a party to such action, suit or proceedings, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceedings, to have been derelict in the performance of the duties imposed upon him as such Director.

The right of the indemnification herein provided shall not be exclusive of the other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged this Articles of Incorporation this 21st day of April, 1995.

  
GERALD W. NOVOTNY, President

  
ELMER STEINBUHL  
Secretary/Treasurer

STATE OF FLORIDA :  
SS

COUNTY OF DADE :

I HEREBY CERTIFY that on the 21st day of April,  
1995, personally appeared before me, an authorized officer  
duly commissioned to administer oaths and take acknowledg-  
ments,

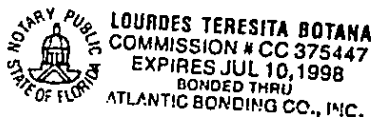
SERGIO WAINSZTEIN and FLAVIO SCHURHOLZ

to me well known and known to me to be the person(s) who  
executed the foregoing ARTICLES OF INCORPORATION and who  
acknowledged that it was signed and executed for the uses and  
purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and  
official seal at Miami, Dade County, Florida, the day and  
year first above written.

*Loures Teresita Botana*  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My Commission Expires:



FILED  
95 MAY -5 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING RESIDENT AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That: HOME LINK OF FLORIDA, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Certificate of Incorporation, at City of Miami, County of Dade, State of Florida, has named:

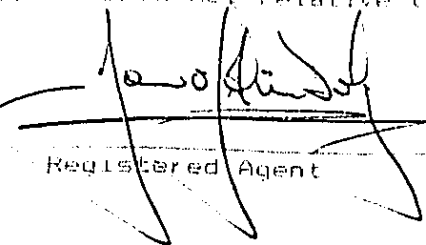
FLAVIA ACHONHOLZ

Located at: 527-06 Yves Patsy Road  
North Miami, FL 33179

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Registered Agent

P 95000035367

January 18, 1996

**THE HOME LINK CORPORATION**  
1500 NW 49th Street, 5th Floor  
Ft. Lauderdale, FL 33309  
(305) 776-8200 FAX (305) 776-8205

State of Florida  
Division of Corporations  
George Firestone Building  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Home Link of Florida  
Document #P95000035367

Dear Division of Corporations:

Please note a change of address for the Home Link of Florida Corporation. It is as follows:

**Home Link of Florida**  
**2001 W. Cypress Creek Road**  
**Suite 103**  
**Ft. Lauderdale, FL 33309**

**954-776-8200**

*JH*  
*1-23-96*

Please send annual report to this address for the Home Link of Florida. Thank you for your attention to this matter.

Sincerely,



M. Matson, Pres.  
Home Link of Florida



P95000035367

**HOME  
LINK  
OF FLORIDA, INC.**

Licensee of the Home Link Information & Communication Network  
State of Florida  
Amendments Division  
P.O. Box 6327  
Tallahassee, FL 32314

April 22, 1996

Re: **Home Link of Florida, Inc.**  
**#P95000035367**

RECEIVED  
MAY 21 1996  
TALLAHASSEE, FLORIDA

Dear Amendments Division:

Attached is a copy of the original Articles of Incorporation by Home Link of Florida, Inc.

I purchased this Corporation and would like to amend the Articles of Incorporation to the following:

The principal places of business is:

2001 W. Cypress Creek, #103  
Ft. Lauderdale, FL 33309

The number of shares is to be amended to:

One Hundred Million shares

The Par Value is amended to:

\$0.001

The name of the Board of Director:

M. Matson

The resident agent is:

Virginia Mahan  
8004 Lagos de Campo Blvd.  
Suite 303-C  
Tamarac, FL 33321

Thank you for your attention to this matter. Attached is a copy of the new Articles of Incorporation.

Sincerely,



M. Matson, President  
Home Link of Florida, Inc.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY 10 PM 2:23  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY 10 PM 2:23



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 2, 1996

M. Matson  
Home Link of Florida, Inc.  
2001 W. Cypress Creek Rd., Suite 103  
Ft. Lauderdale, FL 33309

SUBJECT: HOME LINK OF FLORIDA, INC.  
Ref. Number: P95000035367

We have received your document for HOME LINK OF FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return 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 (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 196A00021225

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

(After issuance of Stock)

Home Link of Florida, Inc.

Name of Corporation

We the under signed M. Matson

President or Vice President

M. Matson  
Secretary or Assistant Secretary

of Home Link of Florida, Inc.  
Name of Corporation

65 APR 10 PM 2:23  
NOTARY PUBLIC  
STATE OF FLORIDA

do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on the 22nd day of March, 1996, adopted a resolution to amend the original articles as follows: Shareholder approval was not required.

Article III is hereby amended to read as follows:

CAPITAL STOCK:

The total authorized capital stock of the corporation shall be 100,000,000 shares of \$0.001 par value common stock.

M. Matson

M. Matson, President/Director

M. Matson

M. Matson, Secretary/Director

State of Florida

County of Broward

On May 7, 1996, personally appeared before me, a Notary Public, M. MATSON, who acknowledged that they executed the above instrument.

My commission  
Expires 4/25/00

Virginia Sheehan  
SIGNATURE OF NOTARY

P95000035367

HOME  
LINK  
OF FLORIDA, INC.

Licensor of the Home Link Information & Communication Network

July 26, 1996

Florida State of Corporation  
Amendment Division  
Post Office Box 6327  
Tallahassee, FL 32314

900001907609  
-07/30/96--01038--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Home Link of Florida, Inc. Amendment to Articles

Dear Amendment Division:

Enclosed please find a Certificate of Amendment of Articles of Incorporation along with a check for \$35.00 to cover the fee.

I would appreciate your expediting this filing and have enclosed a return Federal Express package address to the us.

If there are any questions or problems, please contact us immediately.  
Thank you.

Sincerely,



Ginger Mahan, Office Manager  
Home Link of Florida, Inc.

SH 8/6  
Amend.

FILED  
56 JUL 29 PM 1:23  
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION  
(After Issuance of Stock)

Home Link of Florida, Inc.

Name of Corporation

We the undersigned M. Matson  
President or Vice President

M. Matson of Home Link of Florida, Inc.  
Secretary or Assistant Secretary Name of Corporation

FILED  
96 JUL 29 PM 1:23  
FALLS CHURCH, VIRGINIA

do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on the 18th day of July, 1996, adopted a resolution to amend the original articles as follows:

Article III is hereby amended to read as follows:

CAPITAL STOCK:

The total authorized capital stock of the corporation shall be 100,000,000 shares of \$0.001 par value common stock and 1,000,000 shares of \$0.001 par value preferred stock.

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 3,478,925; that the said change(s) and amendment have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

M. Matson

M. Matson, President

M. Matson

M. Matson, Secretary

State of Florida FLORIDA)  
) ss

County of Broward BROWARD)

On July 23, 1996, personally appeared before me, a Notary Public,

M. Matson, who acknowledged that they executed  
Names of Persons Appearing and Signing Document

the above instrument.

Virginia Mahan  
Signature of Notary



"OFFICIAL SEAL"  
Virginia Mahan  
My Commission Expires 4/25/2000  
Commission #CC 550477

DEBIT MEMORANDUM

RECEIVED

FOR OFFICIAL USE

DATE

NUMBER

TO : DEPARTMENT OF STATE

06 AUG 22 PM 1:33

700553

P 950000 35367

STATE OF FLORIDA  
OFFICE OF THE STATE TREASURER  
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #	
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1	*
TRUST	860.00	ACCOUNT CLOSED	2	2 *
OTHER		UNCOLLECTED FUNDS	3	*
TOTAL	860.00	OTHER	4	*

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	4	25.00
12	45-20-2-130001-45300000-00-000100-00	4	35.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	1	575.00

GRAND TOTAL: \$ 860.00

Process Date: 08/05/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

*Bill Nelson*

State Treasurer

HOME  
LINK  
OF FLORIDA, INC.

PH. 954-776-8200

2001 W. CYPRESS CREEK RD., STE. 103  
FORT LAUDERDALE, FL 33309

1154

63-642/878  
00785

19 96

\$ 35. 00

DOLLARS

7/23

**PAYMENT STOPPED**

PAY TO THE  
ORDER OF

*Thirty-five*  
*BAVING*  
*STUDENT*

First Union National Bank  
of Florida  
Ft. Lauderdale, Florida  
24 Hour Information Service  
1-800-735-1012

**FIRST**

FOR *Amendment to Article* *W. M. Mataro*

⑆001154⑆⑆067006432⑆2090001076397⑆

⑆0000003500⑆

ⓑ

DEPT OF STATE 4500453  
FOR DEPOSIT ONLY  
-07/30/96--01038--017  
\*\*\*\*\*35.00

1 20/001/203 020 1000004444 DCU -11 1063003047

20  
09 185207 2366  
800-5239498  
BARNETT JAX  
07-31 JAX FL  
185207 07-31  
104100





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 4, 1996

Home Link of Florida, Inc.  
2001 W. Cypress Creek Rd., Suite 103  
Ft. Lauderdale, FL 33309

**SUBJECT: HOME LINK OF FLORIDA, INC.**  
Ref. Number: P95000035367

Debit Memo #: 700553-B

This is to inform you that your check #1154 dated July 23, 1996 in the amount of \$35.00 and submitted for HOME LINK OF FLORIDA, INC. has been returned to us by your bank because of Payment Stopped.

We request that you remit a cashier's check or money order in amount of \$50.00 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations  
Attn: Melinda Lilliston  
P.O. Box 6327  
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call  
(904) 487-6900.

Sincerely,  
Melinda Lilliston  
Administrative Assistant I  
Division of Corporations

Letter number: 396A00041452



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 9, 1996

Home Link of Florida, Inc.  
2001 W. Cypress Creek Rd., Suite 103  
Ft. Lauderdale, FL 33309

**SUBJECT: HOME LINK OF FLORIDA, INC.**  
Ref. Number: P95000035367

Debit Memo #: 700553-B

Due to your failure to respond to our previous letter advising you of the returned check #1154, the Dissolution for HOME LINK OF FLORIDA, INC. has been cancelled and is considered not filed as of October 9, 1996.

The corporation has now reverted to its previous status of active.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely  
Melinda Lilliston  
Administrative Assistant I  
Division of Corporations

Letter Number: 696A00045993