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Charter Number Only  
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9/12/95

Teschner, Charles  
Requestor's Name  
9100 S. Dadeland Blvd #1107  
Address  
Miami FL 33156  
City State ZIP Phone

VALIDATION ONLY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

WHISTLER 314, INC.

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                            |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Mark            |  |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     |  |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                             |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent        |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input checked="" type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                        |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Pick Up                           |
|  |  | <input type="checkbox"/> Mail Out                          |

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# TESCHER CHAVES HOCHMAN RUBIN & MULLER, P.A.

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Fl. Lauderdale:  
Trade Centre South  
100 W. Cypress Creek Road  
Suite 900  
Fl. Lauderdale, Florida 33309  
Telephone (305) 758-1600

September 12, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Whistler 314, Inc.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of the above-named proposed Florida corporation.

Also enclosed is a check in the amount of \$131.25 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Resident Agent Fee	\$35.00
Status Certificate	\$8.75

Please file the enclosed Articles of Incorporation and advise the undersigned as soon as this has been completed.

Thank you for your courtesies in this matter.

Very truly yours,

DONALD R. TESCHER

DRT/an  
encs.

**ARTICLES OF INCORPORATION  
OF  
WHISTLER 314, INC.**

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME.**

The name of this Corporation is:  
WHISTLER 314, INC.

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**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of United States and of the State of Florida.

**ARTICLE III. CAPITAL STOCK.**

The capital stock of the Corporation shall be comprised of two classes, namely Class A Common Stock and Class B Common Stock. The rights, privileges, preferences, and other characteristics of each class shall be identical, except that the Class B Common Stock shall be nonvoting on all matters that do not relate to (a) the liquidation of the corporation, (b) the dissolution of the corporation, (c) the sale of substantially all of the corporation's assets, (d) the merger of the corporation, or e) the amendment of these Articles of Incorporation.

The corporation shall have authority to issue 500 shares of Class A Common Stock and 4,500 shares of Class B Common Stock, and the par value of each share of stock of both classes shall be One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE IV. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence.

**ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.**

The principal office and mailing address of the corporation is:

20157 N.E. 16 Pl.  
North Miami Beach, FL 33179

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

M & W AGENTS, INC.  
Penthouse I  
9100 South Dadeland Boulevard  
Miami, Florida 33156

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

**ARTICLE VII. BOARD OF DIRECTORS.**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

**ARTICLE VIII. INITIAL DIRECTORS.**

The names of the initial Directors of this Corporation and their street address are:

Stanley Besner  
20157 N.E. 16 Pl.  
North Miami Beach, FL 33179

Joanne Besner  
20157 N.E. 16 Pl.  
North Miami Beach, FL 33179

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX. INCORPORATOR.**

The name and street address of the corporation signing these Articles of Incorporation as the Incorporator is:

M & W AGENTS, INC.  
Penthouse I  
9100 South Dadeland Boulevard  
Miami, Florida 33156

**ARTICLE X. CONFLICT OF INTEREST.**

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other corporation, or by reason of the fact that one or more of the Officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE XI. AMENDMENT.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 12 day of September, 1995.

M & W AGENTS, INC.

By:   
Donald R. Tescher, President

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

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections:

That WHISTLER 314, INC., desiring to organize under the laws of the State of Florida, has named M & W AGENTS, INC., located at Penthouse I, 9100 South Dadeland Boulevard, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, M & W AGENTS, INC. hereby agrees to in this capacity, and agrees to comply with the provisions said relative to keeping open said office.

Dated this 12 day of September, 1995.

M & W AGENTS, INC.

By: 

Donald R. Tescher, President

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