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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RICHMOND HEIGHTS TOWNHOUSE DEVELOPMENT CORPORATION

FAX AUDIT NUMBER: H96000003848

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Articles Prepared by:
The Merrigan Group, P.A.
7 NW 2ND STREET, # 218
MIAMI, FL 33138
Tel: 305.378.0078
FAX 305.378.0078

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**ARTICLES OF INCORPORATION
OF
RICHMOND HEIGHTS TOWNHOUSE DEVELOPMENT CORPORATION**

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I.
NAME**

The name of the corporation shall be:

RICHMOND HEIGHTS TOWNHOUSE DEVELOPMENT CORPORATION

**ARTICLE II
ADDRESS**

The address of the principal office of this corporation shall be 7 NW 2ND STREET, # 218, MIAMI, FLORIDA 33138 and the mailing address of the corporation shall be the same.

**ARTICLE III.
NATURE OF BUSINESS**

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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**ARTICLE IV.
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

**ARTICLE V.
SHAREHOLDERS**

The only shareholders of this corporation are:

JAMES L. BROWN AND ASSOCIATES, INC., owning 50 shares
and
O. C. INTERNATIONAL OF MIAMI, INC., owning 50 shares.

**ARTICLE VII
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VIII.
PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE IX.
DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial member of the Board of Directors are:

JAMES L. BROWN c/o James L. Brown and Associates, Inc.
21831 SW 984th Avenue,
Miami, Florida 33190

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GIULIANO PERAZZINI c/o O. C. International of Miami, Inc.
9528 Bay Drive
Surfside, Florida 33154

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**ARTICLE X.
OFFICERS**

The officers of the corporation shall be a President, a Vice-President, a Secretary, Treasurer and such other Officers as may be elected by the Board of Directors from time to time. Two or more offices may be held by the same person, except that the same person may not be President and Secretary simultaneously. The officers shall be elected in accordance with the By-Laws of the Corporation. The names of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name	Office
JAMES L. BROWN	PRESIDENT
GIULIANO PERAZZINI	VICE-PRESIDENT
TERESA BROWN	SECRETARY

**ARTICLE XI.
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation in the State of Florida is: 7 NW 2nd Street, Miami, Fl 33128 and the name of its initial registered agent at such address shall be Gennivieve Henriques.

**ARTICLE XII
BY-LAWS**

The power to adopt, alter, amend, repeal, rescind or adopt new By-Laws, shall be vested in the Board of Directors of this corporation, and shall be by majority vote. The By-Laws of this corporation shall be for the government of the corporation and may contain any provision of requirement for the corporation, provided the same is not inconsistent with

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the Articles of Incorporation or contrary to the laws of this State or of the United States.

**ARTICLE XIII
AMENDMENTS**

The Corporation, through its Board of Directors, reserves the right to amend, repeal, alter or change any provision contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by statute, and all rights and privileges conferred upon shareholders, Officers and Directors are subject to this reservation.

Proposed amendments may be voted on at any annual meeting or special meeting by a two-thirds vote of the members present, provided that a full reading of the proposed changes (or a printed distribution of the same) shall have been made in connection with the call of the meeting. All amendments must be approved in writing by the Board of Directors before becoming effective.

**ARTICLE XIV
INDEMNIFICATION**

The corporation shall indemnify and advance expenses to (to the fullest extent authorized or permitted by law) to any person made or threatened to be made, a party to any action, suit or proceeding, by reason of the fact that the person is or was an officer or Director of the corporation or is or was serving at the request of the corporation as a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise.

Unless otherwise prohibited by law, and except as otherwise provided in the foregoing paragraph, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify or advance expenses to any person made or threatened to be made a party to any action, suit or proceeding by reason of the facts stated above.

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ARTICLE IV
INCORPORATORS

The name and address of the incorporators are:

1. James L. Brown and Associates, Inc.
21831 SW 98 Avenue
Miami, Florida, 33190
2. O. C. International of Miami, Inc.
9528 Bay Drive
Surfside, Florida, 33154

IN WITNESS WHEREOF, the undersigned has hereunto set
their hands and seals on this 11 day of
March, 1996.

JAMES L. BROWN & ASSOCIATES, INC.
a Florida Corporation

By: 

James L. Brown
President

O. C. International of Miami, Inc.
a Florida Corporation

By: 

Giuliano Perazzini
President

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State of Florida)
) ss
County of Dade)

Before me personally appeared James L. Brown and Giuliano Perazzini, who produced D/L and Passport as identification respectively, and who executed the foregoing Articles of Incorporation, and acknowledged to and before me, that they executed same on behalf of James L. Brown and Associates, Inc., and O. C. International of Miami, Inc., respectively, for the purpose therein expressed.

Witness my hand and official seal, this 18 day of March, 1996, in the aforesaid County and State.



GENNIVIEVE HENRIQUES
My Commission 00411863
Expires Oct. 08, 1998
Bonded by NAJ
800-488-1884

Gennivieve Henriques
Notary Public

My Commission expires:

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

That RICHMOND HEIGHTS TOWNHOUSE DEVELOPMENT CORPORATION desiring to qualify under the laws of the State of Florida, with its principal place of business 7 NW 2nd Street, Miami, Florida 33128, has appointed GENNIVIEVE HENRIQUES, as its Registered Agent to accept service of process within the State of Florida.

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ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above named corporation, I hereby accept the appointment as registered agent and agree to act in this capacity.

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 11 day of March, 1996


GENNIVIEVE HENRIQUES

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