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97 OCT -2 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Sureline Investments, Inc.

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
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- Annual Report
- Reservation
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- Call If Problem
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- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

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OFFICE OF CORPORATIONS

certified copy

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

K. Rolfo OCT -2 1997

**ARTICLES OF INCORPORATION
OF**

SURELINE INVESTMENTS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

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TALLAHASSEE, FLORIDA

**Article I
NAME**

The name of the Corporation is:

SURELINE INVESTMENTS, INC.

**Article II
DURATION**

The corporation shall exist perpetually.

**Article III
NATURE OF BUSINESS**

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

**Article IV
MAILING ADDRESS**

The initial mailing address of the corporation is:
21108 N.W. 39 Ave., Opa Locka, Fl. 33055

**Article V
CAPITAL STOCK**

(a) **Authorized Capital.** The corporation is authorized to have outstanding at any one time the following shares of common stock:

- (i) **Class A Voting Stock.** The corporation is authorized to have outstanding at any one time a maximum of 100,000 shares of Class A Common Stock with a par value of \$0.01 per share. Each share of the corporation's Class A Voting Stock shall have one (1) vote in all corporate matters for which shareholders shall have voting rights granted by these Articles, by the corporation's Bylaws or by Florida law.
- (ii) **Class B Nonvoting Stock.** The corporation is authorized to have outstanding at any one time a maximum of 100,000 shares of Class B Common Stock with a par value of \$0.01 per share. Class B Nonvoting Stock shall have no voting rights.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

**Article VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 21108 N.W. 39 Ave., Opa Locka, FL. 33055, and the name of the registered agent of the corporation at that address is Wayne V. Dames.

**Article VII
DIRECTORS**

(a) Number. This corporation shall have four directors initially. The number of directors may be increased or decreased from time to time by the bylaw, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>NAMES</u>	<u>STREET ADDRESS</u>
RONALD PIERRE	445 N.W. 87 STREET, MIAMI, FL. 33150
ANDY FC MATTHEW	7763 PLANTATION BLVD., MIRAMAR, FL. 33023
DAVE A. CHARLTON	12445 N.W. 20 COURT, MIAMI, FL. 33167
WAYNE V. DAMES	21108 N.W. 39 AVENUE, OPA LOCKA, FL. 33055

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article VIII
BYLAWS**

The Initial bylaws of this corporation shall be adopted by the directors. Bylaws can be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article IX

The name and address of the incorporator of this corporation are:

**WAYNE V. DAMES
21108 N.W. 39 AVE., OPA LOCKA, FL. 33055**

**Article X
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these articles on 9/11/97

Wayne V. Dames ✓
Wayne V. Dames Incorporator

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

In compliance with section 48.091, Florida Statutes, the following is submitted:

SURELINE INVESTMENTS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Opa Locka State of Florida has named

Wayne V. Dames, located at 21108 N.W. 39 Ave., Opa Locka, FL. 33055, as its agent to accept service of process within Florida.

Wayne V. Dames ✓
Wayne V. Dames, Incorporator

DATED 9/11/97

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Wayne V. Dames ✓
Wayne V. Dames

DATED: 9/11/97

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