

JAN 08 1996 15:39 101 FOWLER WHITE MIAMI

TEL: (305) 789-9200

0911 P01

1/08/96

FLORIDA DIVISION OF CORPORATIONS

1120 PM

PUBLIC ACCESS SYSTEM

((H96000000338))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FOWLER, WHITE, BURNETT, ET AL

DEPARTMENT OF STATE

INT'L PLACE, 17TH FLOOR

STATE OF FLORIDA

100 SE SECOND ST.

409 EAST GAINES STREET

MIAMI FL 33131- 9-0000

TALLAHASSEE, FL 32399

CONTACT: JUDITH D RODMAN

FAX: (904) 922-4000

PHONE: (305) 789-9200

FAX: (305) 789-9201

((H96000000338))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VISTAFORD HOLDINGS, INC.

FAX AUDIT NUMBER: H96000000338

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/08/1996

TIME REQUESTED: 13:19:56

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071250001512

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000000338))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

VT100 !ONLINE00:200067-E-1 || [Home]=? || = 8

FILED  
96 JAN -8 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

96 JAN -8 PM 3:10

RECEIVED



Audit No. H9600000033P

#### ARTICLE V

##### Registered Office and Agent

The street address of the corporation's initial registered office is 100 S.W. Second Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Donald E. Rubit, Esq.

#### ARTICLE VI

##### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, 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 fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

Audit No. H9600000033B

3