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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA****98 NOV -5 AM 8:10****FILED****FLORIDA PROFIT CORPORATION OR P.A.****THE TROLEM GROUP, INC.**

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**ARTICLES OF INCORPORATION
OF
THE TROLEM GROUP, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I

NAME

The name of the corporation is The TroleM Group, Inc.

Article II

DURATION

This corporation shall exist perpetually.

Article III

PURPOSE

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida or any other state, country, territory or nation.

Article IV

INITIAL PRINCIPAL OFFICE AND CORPORATE MAILING ADDRESS

The initial principal office of the corporation is:

**5840 S.W. 128th Street
Miami, Florida 33156**

The initial mailing address of the corporation is:

**c/o Berman Wolfe & Rennert, P.A.
NationsBank Tower At International Place
100 Southeast Second Street, Suite 3500
Miami, Florida 33131-2130
Attention: Leon J. Wolfe, Esquire**

Prepared By and Return To:
Leon J. Wolfe, Esq., #327247
BERMAN WOLFE & RENNERT, P.A.
100 S.E. Second Street, #3500
Miami, Florida 33131-2130
Telephone: (305) 577-4167

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Article V**CAPITAL STOCK**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having one dollar (\$1.00) par value.

(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 c/o Berman Wolfe & Rennert, P.A., NationsBank Tower At International Place, 100 Southeast Second Street, Suite 3500, Miami, FL 33131-2130 and the name of the initial registered agent of this corporation at that address is Leon J. Wolfe, Esq..

Article VII**DIRECTORS**

(a) Number. This corporation shall have one (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, 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>Name</u>	<u>Street Address</u>
Oliver Ford Gibson	5840 S.W. 128 th Street Miami, Florida 33156
Lynn McSheffrey Gibson	5840 S.W. 128 th Street Miami, Florida 33156

(c) Compensation. The board of directors are 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.

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Article VIII**INDEMNIFICATION**

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

Article IX**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall 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 bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

Article X**INCORPORATOR**

The name and street address of the incorporator of this corporation is:

**Leon J. Wolfe, Esq.
Berman Wolfe & Rennert, P.A.
NationsBank Tower At International Place
100 Southeast Second Street, Suite 3500
Miami, Florida 33131**

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Article XI**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.

The undersigned has executed these Articles of Incorporation this 3rd day of November, 1998.

By: 

Leon J. Wolfe Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the corporation at the place designated in the Articles of Incorporation, the undersigned, a Florida corporation, having a business office named above, agrees to act in this capacity, and is familiar with and accepts the obligations of the position of registered agent under the provisions of Section 607.0505, Florida Statutes.

Dated this 3rd day of November, 1998.

By: 

Leon J. Wolfe, Esq., Registered Agent

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