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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEFABIO AND FENN, P.A.

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GEORGE J. DeFABIO

LEONARD P. FENN

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-03/06/00--01117--018  
\*\*\*122.50 \*\*\*\*\*78.75

February 28, 2000

PO00000024920

Secretary of State  
Division of Incorporation  
509 E. Gaines Street  
Tallahassee, Florida 32399-2000

RE: GOLDWIN AND ASSOCIATES, INC.

Dear Sir or Madam:

Please be advised that this office represents the aforementioned business in this matter. Enclosed please find two original Articles of Incorporation for RE: GOLDWIN AND ASSOCIATES, INC., and our check in the amount of \$122.50. We have also attached a self-addressed stamped envelope for return of same.

Very Truly Yours,

  
George J. DeFabio

GJD:blc  
Enclosure(s)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**GOLDWIN AND ASSOCIATES, INC.**

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be GoldWin and Associates, Inc.

**ARTICLE II**

**DURATION**

This corporation is to have perpetual existence.

**ARTICLE III**

**NATURE OF BUSINESS**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue Five Hundred (500) shares of all one class at One (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V**

**CORPORATE ADDRESS**

The initial street address in the State of Florida of the principal office of this corporation is as follows:

5606 N.W. 48th Way  
Tamarac, Florida 33319

**ARTICLE VI**

**INITIAL REGISTERED AGENT**

The initial Registered Agent of this corporation is as follows:

GEORGE J. DeFABIO, ESQ.  
2121 Ponce de Leon Boulevard  
Suite 430  
Coral Gables, Florida 33134

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of By-Laws of the corporation in the manner provided by law, but shall never be less than one.

<u>NAME</u>	<u>ADDRESS</u>
SHERRON H. WILKINSON	5606 N.W. 48th Way Tamarac, Florida 33319
KNOX GOLDING	5606 N.W. 48th Way Tamarac, Florida 33319

**ARTICLE VIII**

**INCORPORATORS**

The name and address of the Incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
SHERRON H. WILKINSON	5606 N.W. 48th Way Tamarac, Florida 33319
KNOX GOLDING	5606 N.W. 48th Way Tamarac, Florida 33319

**ARTICLE IX**

**AMENDMENT OF BY-LAWS**

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

**ARTICLE X**

**INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI**

**INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**

**AMENDMENT OF ARTICLES**

These corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


**IN WITNESS WHEREOF**, the undersigned incorporators have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

  
SHERRON H. WILKINSON

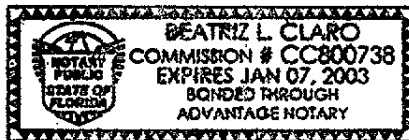
  
KNOX GOLDING

STATE OF FLORIDA )  
                                  )ss  
COUNTY OF DADE )

**I HEREBY CERTIFY** that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared SHERRON H. WILKINSON and KNOX GOLDING before me and known to be the persons described in and who executed the foregoing Articles of Incorporation, as the incorporators and acknowledged before me that they subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 25<sup>th</sup> day of February, 2000.  
  
NOTARY PUBLIC

My Commission Expires:



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**REGISTERED AGENT CERTIFICATE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That **GOLDWIN AND ASSOCIATES, INC.**, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of North Miami, County of Dade, State of Florida, has named GEORGE J. DeFABIO, located at 2121 Ponce de Leon Boulevard, Suite 430, Coral Gables, Florida, as its Registered Agent to accept service of process.

**ACKNOWLEDGEMENT**

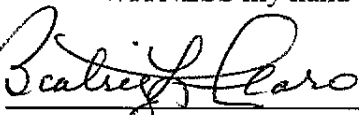
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

BY:   
GEORGE J. DeFABIO

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day before me, a Notary Public, and duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 25<sup>th</sup> day of February 2000.

  
PUBLIC NOTARY

My Commission Expires:

