

PO0000102740

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000056636 4))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 NOV - 1 PM 3:36  
FILED

FLORIDA PROFIT CORPORATION OR P.A.

FAIRFIELD CAMBRIDGE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

10/26/00 5:17 PM



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 27, 2000

EMPIRE

SUBJECT: FAIRFIELD CAMBRIDGE, INC.  
REF: W00000025888

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H00000056636  
Letter Number: 700A00056119

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H00000056636

FILED  
00 NOV - 1 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FAIRFIELD CAMBRIDGE, INC

7

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is FAIRFIELD CAMBRIDGE, INC

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

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

H00000056636

H00000056636

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose, or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is 2816 N.E. 26th Court, Fort Lauderdale, FL 33306, and the name of the initial Registered Agent of this corporation at that address is L. Reginald Wagner. The Registered Agent and Registered

H00000056636

H00000056636

Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new registered office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) person.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the corporation is Three (3). The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of each of the members of the initial Board of Directors, who, unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

NAME	ADDRESS
L. Reginald Wagner, Pres/Treas.	2816 N.E. 26th Court Fort Lauderdale, FL 33306
Mark L. Smith, Vice President	c/o 2816 N.E. 26th Court Fort Lauderdale, FL 33306
Brian Taylor, Secretary	c/o 2816 N.E. 26th Court Fort Lauderdale, FL 33306

ARTICLE IX

The name and address of each person signing these Articles as an Incorporator are as follows:

NAME	ADDRESS
------	---------

H00000056636

H00000056636

L. Reginald Wagner

2816 N.E. 26th Court  
Fort Lauderdale, FL 33306

Mark L. Smith, Vice President

c/o 2816 N.E. 26th Court  
Fort Lauderdale, FL 33306

Brian Taylor, Secretary

c/o 2816 N.E. 26th Court  
Fort Lauderdale, FL 33306

ARTICLE X

The corporation shall indemnify any office or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI

The stockholder of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) percent of the stock then out-standing in the corporation, such agreement shall be binding upon the corporation, and shall be recognized by the Directors and shall be observed by the officers and Agents of the corporation; and particularly, the stock holders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement, to wit:

1. The manner and method in which and the persons by whom directors may be elected.
2. Any limitation upon the transferability or assignment of the stock.
3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock.
4. Any matter related to effectuating the purposes included in any of the


H00000056636

H00000056636

foregoing matters.

Agreements between the stockholder shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholder's Agreements (or the successor in ownership) providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholders Agreements) consenting to the revocation and cancellation of the Agreements among the stockholders.

EXECUTED by the undersigned at Fort Lauderdale, Broward County, Florida, on this 25<sup>th</sup> day of October, 2000.

  
L. Reginald Wagner

ARTICLE XII

The principal place of business will be located at:  
2816 NE 26th Court  
Fort Lauderdale, FL 33306

H00000056636

1100000056636

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**


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

That FAIRFIELD CAMBRIDGE, INC., desiring to organize or qualify under the laws of the State of Florida has named L. Reginald Wagner as its registered agent to accept service of process within Florida, at 2816 N.E. 26th Court, Fort Lauderdale, FL 33306, which address is also designated as the initial registered office of the corporation first mentioned above.

  
L. Reginald Wagner  
Title: President

Date: OCT 25, 2000

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate, I, L. Reginald Wagner, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

  
L. Reginald Wagner

Dated: OCT 25, 2000

00 NOV - 1 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H00000056636