

P01000021806

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.

(((H01000022152 2)))

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

FLORIDA PROFIT CORPORATION OR P.A.

texinvest, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

01 MAR - 1 AM 10: 03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight MAR 01 2001

2/28/01 5:25 PM

H 01000022152
FAX AUDIT NO.:

6

**ARTICLES OF INCORPORATION
OF
TEXINVEST, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: **TEXINVEST, INC.**

**ARTICLE II
DURATION AND EXISTENCE**

The Corporation shall have a perpetual existence.

**ARTICLES III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
PRINCIPAL OFFICE**

The initial principal office of this Corporation shall be:

1674 Alton Road, Suite 500
Miami Beach, Florida 33139

FILED
01 MAR - 1 AM 10:03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FAX AUDIT NO.

H 01000022152

FAX AUDIT NO.:

The mailing address of this Corporation shall be:

1674 Alton Road, Suite 500
Miami Beach, Florida 33139

ARTICLE V
DIRECTORS

(a) The initial number of directors is one (1). The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than minimum number of one director. The initial director(s) shall be appointed by the Incorporator.

(b) Initial Director(s). The name and street address of the initial member of the board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Joseph DePiro	1674 Alton Road, Suite 500 Miami Beach, Florida 33139

ARTICLE VI
SHARES

(a) The maximum number of shares of stock that this corporation is authorized to issue is 100 with a par value of \$1.00 per common share of stock.

(a) Shareholders shall not have preemptive rights.

(a) Shareholders shall not have cumulative voting rights.

FAX AUDIT NO.

FAX AUDIT NO.:

ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Phillip M. Hudson III, Esq.
80 Southwest 8th Street, Suite 3100
Miami, Florida 33130

ARTICLE VII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Phillip M. Hudson III, Esq.
80 Southwest 8th Street, Suite 3100
Miami, Florida 33130

ARTICLE IX
INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

FAX AUDIT NO.

FAX AUDIT NO.:

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not stop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE X
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI
BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaws adopted by shareholders if the shareholders specifically provide such Bylaws is not subject to amendment or repeal by the directors.

FAX AUDIT NO.

H 01000022152

FAX AUDIT NO.:

2687-01

IN WITNESS WHEREOF, the incorporator has executed these Articles on this ___ day of February, 2001.

Phillip M. Hudson III, Esq.,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

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.

By: Phillip M. Hudson III, Esq.,
Registered Agent

Dated: February 28, 2001.

Article-inc3.doc.doc

FILED

01 MAR - 1 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.

H 01000022152