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April 2, 2001

Florida Department of State  
Division of Corporations  
ATTN: New Filings Division  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
01 APR -9 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-04/09/01--01137--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: New Filing for ILLKA D. SLATER AND ASSOCIATES, INC.

Dear Representative:

Enclosed for processing by your office is an original and one (1) copy of the Articles of Incorporation for ILLKA D. SLATER AND ASSOCIATES, INC., and a check for \$87.50 for the following:

- 1) Filing Fee (\$35.00);
- 2) Designation of Registered Agent (\$35.00);
- 3) Certified Copy (\$8.75); and
- 4) Certificate of Status (\$8.75).

Please process expeditiously. If you have any questions please call (305) 688-9066.  
Thank you in advance for your assistance with this matter.

Sincerely,



Illka D. Slater

F. CHESSEY

APR 12 2001

## ARTICLES OF INCORPORATION

OF

### ILLKA D. SLATER AND ASSOCIATES, INC.

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, lay and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, files the following Articles of Incorporation:

#### ARTICLE I - NAME AND ADDRESS

The name of this corporation (which is hereinafter called the "Corporation") is: ILLKA D. SLATER AND ASSOCIATES, INC. The address is 14770 Garden Drive, Miami, Florida 33168.

#### ARTICLE II - NATURE OF BUSINESS

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America, the State of Florida, or any other state, country, territory or nation.

#### ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue fifty (50) shares of common stock at 10 Dollars Per Share, par value. All of said stock shall be payable in cash or property (real or personal) at just valuation to be fixed by the Board of Directors.

#### ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, with one vote cast per share.

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#### **ARTICLE V - TERM OF EXISTENCE**

This Corporation shall commence at the time of filing these Articles and shall have perpetual existence.

#### **ARTICLE VI - CLOSELY HELD**

This Corporation shall be a closely held corporation.

#### **ARTICLE VII - INITIAL DIRECTORS**

The name and addresses of the Directors of this Corporation are:

Illka D. Slater, 14770 Garden Drive, Miami, Florida 33168.

#### **ARTICLE VIII - INCORPORATORS**

The name of the person signing these Articles is: Illka D. Slater, 14470 Garden Drive, Miami, Florida 33168.

#### **ARTICLE IX - INITIAL OFFICERS**

The names and post office addresses of the first Officers of this Corporation, all of whom shall constitute the first Board of Directors and who shall hold office for the first year of existence or until their successors are elected, appointed or have qualified

are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Illka D. Slater	14770 Garden Drive Miami, Florida 33168	President/Secretary
Illka D. Slater	14770 Garden Drive Miami, Florida 33168	Vice President/Treasurer

#### **ARTICLE X - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law either now or existing or hereinafter enacted.

#### **ARTICLE XI - REGISTERED AGENT AND OFFICE**

The initial registered agent for the Corporation shall be Illka D. Slater, and the address of the initial registered office shall be at 14770 Garden Drive, Miami, Florida 33168.

#### **ARTICLE XII - BUSINESS TRANSACTIONS**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are Directors, Officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to any contract or transaction of this Corporation, provided the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a direct or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such director or officer of such other corporation, or not so interested.

#### **ARTICLE XIII - PRIVATE PROPERTY OF SHAREHOLDERS**

The private property of shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

#### **ARTICLE XIV - AMENDMENT**

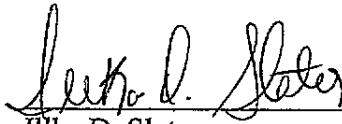
The Corporation shall have the further right and power to: from time to time to determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of stockholders, and no stockholder shall have any right of inspecting an account book or document of the Corporation except as conferred by Statute, unless authorized by a resolution of the stockholders.

The Corporation may in its By-laws confer powers upon its Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by law.

Stockholders shall have the power, if the By-laws so provide, to hold meetings, and have one or more offices within and without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the Statutes) outside the State of Florida, at such places as may from time-to-time be designated by the Stockholders.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Article of Incorporation in the manner now hereafter proscribed by the Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the original subscriber to the capital stock herein above named for the purpose of forming a Corporation-for-Profit, to do business both within and without the State of Florida, does hereby declare and certify that the facts herein stated are true, and does respectively agree to take the number of shares of stock herein above set forth and accordingly has hereunto set my hand seal this 4 day of April, 2001.

  
Ilka D. Slater

**CERTIFICATE AND ACCEPTANCE OF  
REGISTERED AGENT AND RESGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office, in the State of Florida.

The name of the Corporation:

**ILLKA D. SLATER AND ASSOCIATES, INC.**

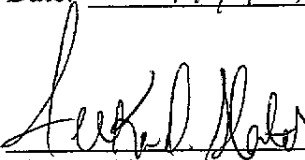
The name and address of the Registered Agent and Office is:

**Illka D. Slater, 14770 Garden Drive, Miami, Florida 33168.**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: \_\_\_\_\_

4/4/01



Illka D. Slater

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TALLAHASSEE, FLORIDA

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