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PRACTICE AREAS: CONTRACT LAW  
ENTERTAINMENT LAW  
ENVIRONMENTAL LAW  
LAND USE & ZONING LAW  
BANKRUPTCY LAW(Chapter 7)

**FILED**  
01 MAY -2 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*PO1000045580*  
Thursday, April 26, 2001

Division of Incorporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300004132353--3 --  
-05/02/01--01071--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation of Royal Torch Management, Inc., a New Filing

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Royal Torch Management, Inc., a new Florida Corporation and a check in the amount of \$78.75. I am also enclosing an additional copy of the Articles of Incorporation along with a self-addressed stamped envelope for you to return a clocked copy to my office.

If you should have any questions, please feel free to contact the undersigned immediately.

Yours Truly,  
**Phidd & Associates, P.A.**



Alicia M. Phidd, MPS., J.D.  
For the Firm.

AMP//  
enc.

**ARTICLES OF INCORPORATION OF  
ROYAL TORCH MANAGEMENT**

**ARTICLE I  
CORPORATE NAME**

The name and mailing address of this Corporation shall be:

**ROYAL TORCH MANAGEMENT, INC.  
1375 NW 127<sup>TH</sup> STREET  
MIAMI, FLORIDA 33167**

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

This Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of 1000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V  
INITIAL REGISTERED AGENT AND DESIGNATION OF REGISTERED AGENT**

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

**HORACE CHARITE**

and the registered post office address is:

**1375 NW 127<sup>TH</sup> STREET  
MIAMI, FLORIDA 33167**

to accept service of process within the State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION

  
**HORACE CHARITE**

**FILED**  
**01 MAY -2 PM 2:56**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE VI**  
**INCORPORATORS**

The name and post office address of each Incorporator executing these Articles of Corporation is as follows:

**HORACE CHARITE**  
**1375 NW 127<sup>TH</sup> STREET**  
**MIAMI, FLORIDA 33167**

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The number of directors may be either increased or diminished from time to time by the bylaws adopted by the stockholders. However, the Corporation shall have no less than 1 directors at any time.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The name and post office address of each member of the first Board of Directors is:

**HORACE CHARITE**  
**President, Treasurer, Secretary**  
**1375 NW 127<sup>TH</sup> STREET**

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the corporation, or until the first annual meeting of the corporation, or until a successor is elected.

**ARTICLE IX**  
**BYLAWS**

The Power to adopt, alter, amend or repeal the bylaws shall be vested in the shareholders and the directors shall be specifically prohibited from adopting, repealing or amending the bylaws, or any part or parts thereof.

**ARTICLE X**  
**AMENDMENTS**

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

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors.

The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Professional association's request while a director, officer, employee or agent of the Professional association, as the case may be, as a director, officer, employee or agent of another foreign or domestic Professional association, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Professional association.

The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Professional association, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Corporation are deemed to include any amendment or successor thereto.

Nothing contained in these Articles of Corporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, shall it be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Corporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**ARTICLE XII**  
**COMMENCEMENT**

Corporate existence will commence upon issuance of the Certificate of professional association.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Corporation, hereby declaring that the facts herein stated are true.

  
**HORACE CHARITE**  
President

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MAY -2 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA