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TRANSMITTAL LETTER

FILED

01 OCT 19 PH 12:48

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: HRS INVESTMENTS, INC
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

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-10/22/01--01013--012
*****87.50 *****87.50

FROM: CASWALL A. HART, ESQ.
Name (Printed or typed)

13899 Biscayne Boulevard, Suite 314
Address

Miami, Florida 33181
City, State & Zip

(305) 702-6360
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

G. BLALOCK OCT 22 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HRS INVESTMENTS, INC.

The undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is:

HRS INVESTMENTS, INC.

ARTICLE II. PRINCIPLE OFFICE AND MAILING ADDRESS

The Corporation's principal place of business shall be in Broward County, Florida at:
2545 E. SUNBIRD BLVD., PMB 237
FT. LAUDERDALE, FLORIDA 33304

The mailing address of the Corporation shall be in Broward County, Florida at:

2545 E. SUNBIRD BLVD., PMB 237
FT. LAUDERDALE, FLORIDA 33304

The Board of Directors, from time to time, may move the principal place of business to any other County and/or address in the State of Florida and may also have lesser offices at such other places, within or outside the state, that the Board determines are beneficial or the business needs of the corporation require.

ARTICLE III. NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock, having par value of \$1.00 each.

ARTICLE V. TERM OF EXISTENCE

The Corporation is formed to exist perpetually.

These documents were prepared by
CASZIE HART, P.A.
Attorneys at Law
13899 Biscayne Blvd., Suite 314
Miami, Florida 33181

ARTICLE VI. REGISTERED AGENT INITIAL REGISTERED OFFICE

The Registered Agents and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HELMUTH SCHAERF
2545 E. SUNBIRD BLVD., PMB 237
FT. LAUDERDALE, FLORIDA 33304

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. INCORPORATORS

The names and street address of the persons signing these articles of incorporation as the Incorporators are:

HELMUTH SCHAERF
2545 E. SUNBIRD BLVD., PMB 237
FT. LAUDERDALE, FLORIDA 33304

ARTICLE VIII. BOARD OF DIRECTORS

This Corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTOR(S)

The name of the initial directors of this Corporation and street addresses are:

HELMUTH SCHAERF
2545 E. SUNBIRD BLVD., PMB 237
FT. LAUDERDALE, FLORIDA 33304

The person(s) named as initial directors shall hold office until a successor is elected or appointed and qualified.

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CASZIE HART, P.A.
Attorneys at Law
13899 Biscayne Blvd., Suite 314
Miami, Florida 33181

ARTICLE X. INITIAL OFFICER(S)

The name(s) and street address(es) of the initial Officer(s) for the Corporation is:

HELMUTH SCHAERF
President & Chief Executive Officer
2545 E. SUNBIRD BLVD., PMB 237
FT. LAUDERDALE, FLORIDA 33304

MARKUS SCHAERF
Secretary
2545 E. SUNBIRD BLVD., PMB 237
FT. LAUDERDALE, FLORIDA 33304

ARTICLE XI. INITIAL SHAREHOLDER(S)

The name and number of stocks of the initial shareholder for the Corporation is:

<u>Name:</u>	<u>Stock(s)</u>	<u>Type</u>	<u>% of Total</u>
HELMUTH SCHAERF	1,000	Common	100%

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - OFFICIAL SIGNATORY

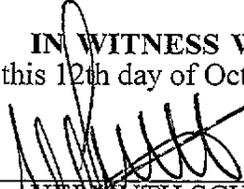
HELMUTH SCHAERF, President & Chief Executive Officer and/or **MARKUS SCHAERF, Secretary**, are the official signatory of the Company for any and all documents, except Amendment(s) to these Articles which are only valid if signed by **HELMUTH SCHAERF, President**.

ARTICLE XIV. OPTIONAL PROVISIONS

1. Each shareholder has the right to sell, assign or otherwise transfer any portion or all of his or her shares. However, if a shareholder decides to exercise his right to sell, assign or otherwise transfer any portion or all of his or her shares, the remaining shareholders have the right of first refusal to acquire said shares and said right is expressly reserved by these Articles of Incorporation, pursuant to § 607.0630(4) of the Florida Statutes. The right of first refusal stated in this paragraph 1 does not apply to transfers classified as gifts to family members under relevant sections of the IRS Code and relevant sections of Florida law.

These documents were prepared by
CASZIE HART, P.A.
Attorneys at Law
13899 Biscayne Blvd., Suite 314
Miami, Florida 33181

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 12th day of October, 2001.



HELMUTH SCHAERF
President & Chief Executive Officer;
Incorporator

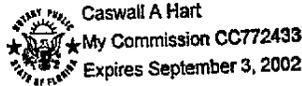


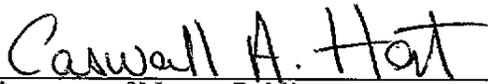
MARKUS SCHAERF
Secretary;
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MAIMI-DADE)

BEFORE ME, the undersigned authority, a Notary Public authorized to take acknowledgements in the State of Florida and the County set forth above, personally appeared HELMUTH SCHAERF and MARKUS SCHAERF known to me to be the persons described in and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12th day of October, 2001.





Signature of Notary Public

Printed, typed or stamped name, and
Serial Number of Notary Public:
My Commission expires:
Notary Public, State of Florida.

These documents were prepared by
CASZIE HART, P.A.
Attorneys at Law
13899 Biscayne Blvd., Suite 314
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. § 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

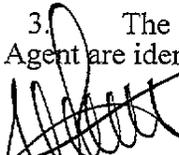
1. The name of the corporation is:

HRS INVESTMENTS, INC.

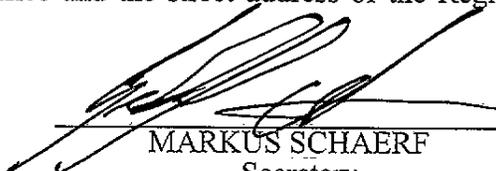
2. The name and address of the Registered Agent and office to accept service of process in the State of Florida is:

HELMUTH SCHAERF
2545 E. SUNBIRD BLVD., PMB 237
FT. LAUDERDALE, FLORIDA 33304

3. The street address of the Registered Office and the street address of the Registered Agent are identical.



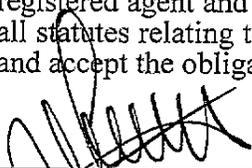
HELMUTH SCHAERF
President & Chief Executive Officer



MARKUS SCHAERF
Secretary

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



HELMUTH SCHAERF
REGISTERED AGENT.
October 12, 2001

FILED
01 OCT 19 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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