

TRANSMITTAL LETTER

PQ20000025594

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

800004882729--0
-02/06/02--01027--011
*****78.75 *****78.75

SUBJECT: SOUTH FLORIDA ~~HO~~ HOLDINGS, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☒ \$78.75 Filing Fee & Certified Copy

☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: ROBERT J. MORALES
Name (Printed or typed)

6850 SW 49 ST
Address

MIAMI, FL 33155
City, State & Zip

786-388-4642
Daytime Telephone number

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

W02-4063
J. BRYAN FEB 12 2002

J. BRYAN MAR 8 2002

FILED
02 MAR - 7 AM 8:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
02 MAR -7 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 12, 2002

ROBERT J. MORALES
6850 SW 49 ST.
MIAMI, FL 33155

SUBJECT: SOUTH FLORIDA HOLDINGS, INC.
Ref. Number: W02000004063

We have received your document for SOUTH FLORIDA HOLDINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 002A00008481

ARTICLES OF INCORPORATION
OF
ENFIT HOLDINGS, INC.

I, THE UNDERSIGNED, IN ORDER TO FORM A CORPORATION UNDER AND PURSUANT TO THE PROVISIONS OF THE LAW OF FLORIDA FOR THE PURPOSE SET FORTH BELOW, HEREBY SUBSCRIBE TO THESE ARTICLES OF INCORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

ENFIT HOLDINGS, INC.

ARTICLE II

THE PURPOSES AND GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED AND TRANSACTED BY THE CORPORATION SHALL BE AS FOLLOWS:

- A. TO ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

WITHOUT LIMITING ANY OF THE PURPOSES, POWERS AND OBJECTS OF THE CORPORATION, IT IS EXPRESSLY DECLARED AND PROVIDED THAT THIS CORPORATION SHALL HAVE POWER IN CARRYING ON ITS OWN BUSINESS, OR FOR THE PURPOSE OF ACCOMPLISHMENT OF ANY OF THE PURPOSES OR ATTAINMENT OF THE OBJECTS HEREIN ABOVE SPECIFIED, TO MAKE AND PERFORM CONTRACTS OF ANY KIND AND DESCRIPTION AND TO DO ANY AND ALL OTHER ACTS AND THINGS, AND TO EXERCISE ANY AND ALL POWERS, EITHER AS PRINCIPAL, AGENT OR BROKER, CONFERRED BY THE LAWS OF FLORIDA UPON CORPORATIONS, AND WHICH A PARTNERSHIP OR NATURAL PERSON COULD DO AND EXERCISE, AND WHICH NOW OR HEREAFTER MAY BE AUTHORIZED BY LAW.

- B. TO OWN AND OPERATE SPORTS, FITNESS AND /OR ENTERTAINMENT FACILITIES.

ARTICLE III

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS 1,000 SHARES OF \$1.00 PAR VALUE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE \$100.00

ARTICLE V

THE EXISTENCE OF THIS CORPORATION SHALL BE PERPETUAL.

FILED
02 MAR -7 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ENFIT HOLDINGS, INC.**

ARTICLE V-A

THE PRINCIPAL OFFICE AND/OR MAILING ADDRESS FOR THIS CORPORATION IS:

200 LESLIE DRIVE
SUITE 1126
HALLANDALE, FL. 33009

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE 200 LESLIE DRIVE, SUITE 1126, HALLANDALE, FLORIDA, 33009. THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS IS ANRE GARRETT.

ARTICLE VII

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

ROBERT MORALES, PRESIDENT
6840 SW 49TH STREET
MIAMI, FL 33155

ANRE GARRETT, VICE PRESIDENT
200 LESLIE DRIVE - SUITE 1126
HALLANDALE, FL 33009

ARTICLE VIII

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

ANRE GARRETT
200 LESLIE DRIVE - SUITE 1126
HALLANDALE, FLORIDA 33009

ARTICLE IX

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT OF THE LAW.

ARTICLES OF INCORPORATION OF ENFIT HOLDINGS, INC.

ARTICLE X

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 STOCKHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLE OF INCORPORATION MADE. ALL RIGHTS OF SHAREHOLDERS ARE SUBJECT TO THIS RESERVATION.

ARTICLE XI

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE POWER TO INCLUDE IN THE BY-LAWS, ADOPTED BY A MAJORITY OF THE SHAREHOLDERS OF THIS CORPORATION, ANY REGULATORY OR RESTRICTIVE PROVISIONS REGARDING THE PROPOSED SALE, TRANSFER OR OTHER DISPOSITION OF ANY OF THE OUTSTANDING SHARES OF THIS CORPORATION BY ANY OF ITS SHAREHOLDERS, OR IN THE EVENT OF DEATH OF ANY OF ITS SHAREHOLDERS. THE MANNER AND FORM, AS WELL AS RELEVANT TERMS, CONDITIONS, AND DETAIL HEREOF, SHALL BE DETERMINED BY THE SHAREHOLDER OF THIS CORPORATION PROVIDED, HOWEVER, THAT SUCH REGULATORY OR RESTRICTIVE PROVISIONS SHALL NOT AFFECT THE RIGHTS OF THIRD PARTIES WITHOUT ACTUAL NOTICE THEREOF, UNLESS EXISTENCE OF SUCH PROVISIONS SHALL BE PLAINLY WRITTEN UPON THE CERTIFICATE EVIDENCING THE OWNERSHIP OF SUCH STOCK. NO SHAREHOLDER OF THIS CORPORATION MAY SELL OR TRANSFER HIS SHARES THEREIN EXCEPT TO ANOTHER INDIVIDUAL WHO IS ELIGIBLE TO BE SHAREHOLDER OF THIS CORPORATION.

ARTICLE XII

IN FURTHERANCE, AND NOT IN LIMITATION OF THE GENERAL POWERS CONFERRED BY THE LAWS OF THE STARE OF FLORIDA AND OF THE PURPOSES AND OBJECTS HEREIN ABOVE STATES, THIS CORPORATION SHALL HAVE ALL AND SINGULAR THE FOLLOWING POWERS:

- A.) THIS CORPORATION SHALL HAVE THE POWER TO DENY TO THE HOLDERS OF THE COMMON STOCK OF THIS CORPORATION ANY PREEMPTIVE RIGHT TO PURCHASE OR SUBSCRIBE TO ANY NEW ISSUES OF ANY TYPE STOCK OF THIS CORPORATION, AND NO SHAREHOLDER SHALL HAVE ANY PREEMPTIVE RIGHT TO SUBSCRIBE TO ANY SUCH STOCK.
- B.) THIS CORPORATION SHALL HAVE THE POWER AT ITS OPTION, TO PURCHASE AND ACQUIRE ANY AND ALL OF ITS SHARES OWNED, AND HELD BY ANY SUCH SHAREHOLDERS AS SHOULD DESIRE TO SELL, TRANSFER, OR OTHERWISE DISPOSE OF HIS SHARES, IN ACCORDANCE WITH THE BY-LAWS ADOPTED BY THE SHAREHOLDERS OF THIS CORPORATION SETTING FORTH THE TERMS AND CONDITIONS OF SUCH PURCHASE; PROVIDED HOWEVER, THE CAPITAL OF THIS CORPORATION IS NOT IMPAIRED.

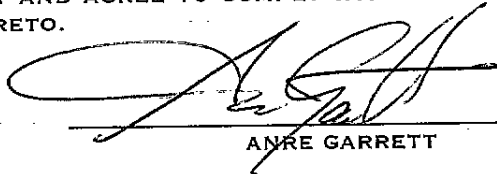
ARTICLES OF INCORPORATION
OF
ENFIT HOLDINGS, INC.

- C.) THIS CORPORATION SHALL HAVE THE POWER, AT ITS OPTION, TO PURCHASE AND ACQUIRE THE SHARES OWNED AND HELD BY ANY SHAREHOLDERS WHO DIE, IN ACCORDANCE WITH THE BY-LAWS ADOPTED BY THE SHAREHOLDERS OF THIS CORPORATION SETTING FORTH THE TERMS AND CONDITIONS OF SUCH PURCHASE; PROVIDED, HOWEVER, THE CAPITAL OF THIS CORPORATION IS NOT IMPAIRED.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 1ST DAY OF MARCH, 2002.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

HAVING BEEN MADE INITIAL REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS OF THE CORPORATION AT THE INITIAL REGISTERED OFFICE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT SUCH STATUS AND CONSENT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH ALL THE REQUIREMENTS OF THE LAW PERTAINING THERETO.


ANRE GARRETT

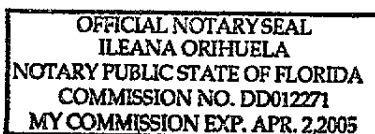
IN WITNESS WHEREOF, I HAVE HEREUNTO MADE, SUBSCRIBED AND ACKNOWLEDGED THESE ARTICLES OF INCORPORATION.

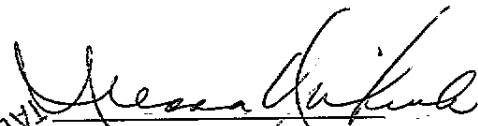
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED: ANRE GARRETT, TO ME WELL KNOWN TO BE THE SAME DESCRIBED IN AND WHO EXECUTED THESE ARTICLES OF INCORPORATION, AND ACKNOWLEDGED THE ARTICLES TO BE THE ACT AND DEED OF THE SUBSCRIBER(S) AND THAT THE FACTS SET FORTH THEREIN ARE TRUE.

WITNESS MY HAND AND SEAL AT MIAMI, DADE COUNTY, FLORIDA, THIS 4th DAY OF March, 2002.

MY COMMISSION EXPIRES:




NOTARY PUBLIC

FILED
MAR -7 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA