

PO 20000067194

**JAMES KARL & ASSOCIATES**

*Attorneys At Law*

975 North Collier Boulevard, Marco Island, Florida 34145  
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Admitted In Florida, Connecticut, Massachusetts, New York

By Regular Mail

June 14, 2002

Department of State  
Corporate Division  
409 East Gaines St.  
P.O. Box 6327  
Tallahassee, FL 32399

200005810642-6  
-06/18/02--01032--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation of Sade Enterprises, Inc.

To the Secretary of State:

We have enclosed for filing the original and one copy of the Articles of Incorporation for the above referenced corporation together with the filing fee of \$70.00. Could you please acknowledge your receipt and filing of same by stamping the enclosed copy of the Articles of Incorporation and returning it to us.

We appreciate your attention to this matter.

Very truly yours,

*James L. Karl, II*

James L. Karl, II, Esq.  
For the Firm

JLK/jt

Enclosure

cc: Client

FILED  
02 JUN 18 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BM 6/19

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLES OF INCORPORATION OF SADE ENTERPRISES, INC.**

I. NAME: The name of the corporation is: Sade Enterprises, Inc.

II. TERM OF EXISTENCE: Unlimited.

III. NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States or of the laws of the State of Florida.

IV. CAPITAL STOCK: The aggregate number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

V. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL: No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 (thirty) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

VI. ADDRESS AND REGISTERED AGENT: The street address of the initial registered office of the corporation is: c/o James Karl & Associates, 975 North Collier Boulevard, Marco Island, Florida 34145, and the name of its initial registered agent at such address is: Robin Maretta.

VII. INCORPORATOR: The name and address of the incorporator to these articles is:

James L. Karl II, Esq.  
James Karl & Associates  
975 North Collier Boulevard  
Marco Island, FL 34145

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VIII. PRINCIPAL OFFICE AND MAILING ADDRESS: The principle office and mailing address of the corporation is the same, to wit: c/o James Karl & Associates, 975 North Collier Boulevard, Marco Island, Florida 34145.

IX. DIRECTORS: The number of directors constituting the initial board of directors of the corporation is one. The names and addresses of the persons who are to serve as members of the initial board of directors are:

NAME	BUSINESS ADDRESS
Barbara Michelle Phillips	c/o James Karl & Associates 975 North Collier Boulevard Marco Island, FL 34145

The corporation shall be managed by the board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

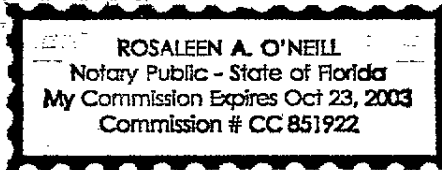
X. AMENDMENT OF ARTICLES OF INCORPORATION: These articles may be amended in the manner provided by law. Every amendment shall be proposed by any shareholder and approved at a duly called shareholders' meeting by a majority of the shareholders entitled to vote thereon.

James L. Karl II  
James L. Karl II, Esq.

The undersigned hereby accepts designation as Registered Agent of the corporation.

Robin Maretta  
Robin Maretta

State Of Florida  
County Of Collier



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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 4, 2002, by Robin Maretta.

Rosaleen A. O'Neill  
Signature of Notary

(Seal)

ROSALEEN A. O'NEILL  
Print, Type or Stamp Name of Notary

Personally known or  
 Produced the Following Identification: