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**To:**

**Division of Corporations  
Fax Number : (850) 205-0381**

**From:**

**Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696**

**FLORIDA PROFIT CORPORATION OR P.A.**

**bhoney, inc.**

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ARTICLES OF INCORPORATION

OF

BHONEY, INC.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be BHONEY, INC.

ARTICLE II

The principal place of business and mailing address of corporation shall be 201 WEST FLAGLER STREET, MIAMI, FLORIDA 33130.

ARTICLE III

This corporation's existence shall be effective on the date of subscription of these Articles, and the corporation shall have perpetual existence.

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**ARTICLE IV**

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE V**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of</u>		
<u>Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
100	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at valuation to be fixed by the Board of Directors of this corporation.

**ARTICLE VI**

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

<u>Name</u>	<u>Address</u>
Harold B. Klite Truppmann	201 West Flagler Street Miami, Florida 33130

**ARTICLE VII**

This corporation shall have at least one director, with the number of directors to be specified by the shareholders from time to time.

the shareholders shall, by a majority vote hereafter, determine that corporation be managed by the shareholders. The name and address of director of the corporation, who shall hold office for the first year or his successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Scott Savel	<u>4400 King Palm Dr. Tamarac Fl. 33319</u>

ARTICLE VIII

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Scott Savel	<u>4400 King Palm Dr. Tamarac, Fl. 33319</u>

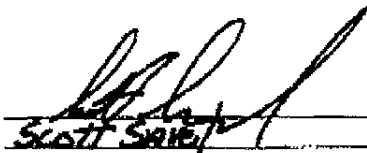
ARTICLE IX

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

ARTICLE X

This corporation, by duly adopted action of the Board of Directors may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorp the above-named corporation, for the purpose of forming a corporation to do both within and without the State of Florida, under the laws of Florida, and file these Articles, hereby declaring and certifying that the facts stated are true, and executes these Articles of Incorporation this \_\_\_\_\_ September, 2003.

  
\_\_\_\_\_  
Scott Savel  
Incorporator

SCC

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Stat undersigned corporation, organized under the laws of the State of Florida the following statement in designating the registered office/registered the State of Florida:

1. The name of the corporation is: BHONEY, INC.
2. The name and address of the registered agent and office is:

Harold B. Klite Truppman      201 West Flagler Street  
Miami, Florida 33130

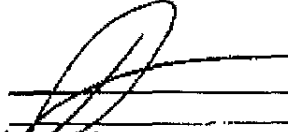
  
\_\_\_\_\_

SCOTT SABEL, President  
9/      /03

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AC APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURT

HUBBARD MUSE

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.

  
Mike Truppman  
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