

POS000021698

KG Enterprises, Inc  
15126 West Dixie Highway  
North Miami Beach, FL 33162

(Address)

(City/State/Zip/Phone #)

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W05-5295

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 1, 2005

KG ENTERPRISES INC  
15126 WEST DIXIE HIGHWAY  
NORTH MIAMI BEACH, FL 33162

SUBJECT: BA ENTERPRISES, INC.  
Ref. Number: W05000005295

We have received your document for BA ENTERPRISES, 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) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 905A00007101

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**ARTICLES OF INCORPORATION**

**OF**

**BA QUALITY ENTERPRISES, INC.**

**The undersigned subscriber, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the Purposes hereinafter stated, hereby make, subscribe and Acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:**

**ARTICLE I**

**NAME**

**The name of this corporation shall be:**

**BA QUALITY ENTERPRISES, INC.**

**ARTICLE II**

**DURATION**

**This corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.**

**ARTICLE III**

**NATURE OF BUSINESS**

**The corporation may 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 total subscribed capital stock of this corporation shall consist of Five Thousand (500) shares of common stock having a par value of one dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United State of America, or in property , labor or service, rendered or to be rendered pursuant to written agreement in accordance with Florida Statutes Chapter 607, at a valuation to be fixed by the shareholders or Board of directors, in the manner provided for by statute.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale 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 prorated shares Thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

##### **INITIAL REGISTERED OFFICE & AGENT**

The address of the initial registered office of the corporation is located at 1960 NW 195<sup>TH</sup> STREET OPA LOCKA, FL 3305660 and the name of the initial registered agent of this corporation at this address is BERRIL OMIER

#### **ARTICLE VII**

##### **DIRECTORS**

This corporation shall have one (1) director initially. The number of director may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).  
The name and address of the initial Board of Director of this Corporation is:

**BERRIL OMIER**  
**1960 NW 195<sup>TH</sup> STREET**  
**OPA LOCKA FL, 33056**

**The shareholders or director shall elect a President, Secretary and Treasurer and such other corporate Officers from time to time as deemed advisable. It shall not be necessary for any Officer or director to own stock in the corporation.**

#### **ARTICLE VIII**

#### **INCORPORATOR**

**The name and address of the person signing these Articles of Incorporation is:**

**BERRIL OMIER  
1960 NW 195<sup>TH</sup> STREET  
OPA LOCKA, FL 33056**

#### **ARTICLE IX**

#### **MANAGEMENT**

**The business of this corporation may be conducted by its Shareholders rather than by the Board of Directors. And managed by the shareholders, then an act authorized by fifty one percent (51%) vote of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders.**

#### **ARTICLE X**

#### **ELECTION BY A SMALL BUSINESS CORPORATION**

**This corporation reserves the right to elect to qualify as a "Small business corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.**

#### **ARTICLE XI**

#### **DIRECTORS QUORUM AND VOTING**

**A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of fifty one percent (51%) of the directors present, or, if a director or directors have abstained from voting because of an interest in the Matter to be voted upon, the**

**affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.**

## **ARTICLE XII**

### **TRANSACTIONS BETWEEN RELATED CORPORATION**

**No contract or transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the directors of this corporation Is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.**

## **ARTICLE XIII**

### **BYLAWS**

**In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal bylaws at their pleasure, so long as such bylaws are in accordance with the laws of the state of Florida.**

## **ARTICLES XIV**

### **SHAREHOLDERS QUORUM AND VOTING**

**Fifty one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.**

**If a quorum is present, the affirmative vote of the Fifty One (51%) percent of the shares represented at the meeting and entitled to vote on the matter shall be the act of the Shareholders.**

## **ARTICLE XV**

### **INDEMNIFICATION**

The corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

ARTICLE XVI

AMENDMENTS

This corporation reserves the rights to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholdres herein are granted subject to this reservation.

ARTICLE XVII

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address for this corporation  
Is:

15126 WEST DIXIE HIGHWAY  
NORTH MIAMI BEACH, FL 33162

IN WITNESS WHEREOF, the undersigned has hereunto set his hand  
And seal this Friday, January 21, 2005

  
Incorporator: BERRIL OMIER

STATE OF FLORIDA)

SS.

COUNTY OF MIAMI-DADE)

**I HEREBY CERTIFY** that on this Friday, January 21, 2005 before  
Me, a notary public, authorized in the State and County named  
Above to take acknowledgements, personally appeared  
**BERRIL OMIER**  
to me well known to be the person described as  
Incorporator, in and who executed the forgoing Articles of  
Incorporation, acknowledged before me that he subscribed to these  
Articles of Incorporation, and the facts therein are truly set  
Forth.

**WITNESS** my hand and official seal at Miami, Miami-Dade County, Florida,

The year and day aforesaid.

  
NOTARY PUBLIC, STATE OF FLORIDA



Milton G. Omier  
Commission # DD354762  
Expires: SEP. 19, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.



**RESIDENT  
CERTIFICATE**

In pursuant of Chapter 84.0091, Florida Statutes, the following is submitted in compliance with  
Said Act:

**FIRST:** That BA QUALITY ENTERPRISES, INC. Desiring to  
organize under the law of the State of Florida, with its initial  
office, as indicated in the Articles of Incorporation, in the city  
of Miami, County of Miami-Dade, State of Florida, has named  
BERRIL OMIER as its agent to accept service of process within  
this state.

**ACKNOWLEDGEMENT**

Stated corporation, at the place designated in this certificate, I hereby agree to comply with the  
provisions of Said Act relative to keeping open Said Office.

  
\_\_\_\_\_  
**REGISTERED AGENT**  
Friday, January 21, 2005

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