

LAW OFFICES  
PAUL G. MERCER, P.A.  
ATTORNEYS AT LAW  
700 SOUTH ROYAL POINCIANA BLVD.  
SUITE 502  
MIAMI SPRINGS, FLORIDA 33166

TELEPHONE: (305) 884-1111

TELEFAX: (305) 887-1547

December 20, 1994

P95000001221

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/22/94--01100--014  
\*\*\*122.50 \*\*\*122.50

Re: Incorporation of Curriel, Inc.

Dear Madam/Sir:

Enclosed herein please find original and copy of Articles of Incorporation of Curriel, Inc., along with our firm check in the amount of \$122.50 to cover the filing fees for same.

Please have the Articles of Incorporation filed and a certified copy returned to our office in the enclosed self addressed stamped envelope.

Thank you for your assistance.

Very truly yours,

Paul G. Mercer, P.A.

By: Paul G. Mercer  
Paul G. Mercer, Esquire

PGM:jm

Enclosures

BBB 12/27/94  
231-524  
all persons signing  
as inc. must be listed  
12/27/94  
P95-1221

FILED  
DEC 27 1994  
TALLAHASSEE, FL



**FLORIDA DEPARTMENT OF STATE**

**Jim Smith**  
Secretary of State

**December 27, 1994**

**PAUL G. MERCER, ESQ.  
700 S. ROYAL POINCIANA BLVD.  
SUITE 502  
MIAMI SPRINGS, FL 33166**

**SUBJECT: CURRIEL, INC.  
Ref. Number: W94000027291**

We have received your document for CURRIEL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

All persons signing as incorporators must be listed as such.

Please return 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 (904) 487-6929.

**Brendolyn Bruton**  
Corporate Specialist

Letter Number: 894A00054393

ARTICLES OF INCORPORATION  
OF

CURRIEL, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is CURRIEL, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence commence upon the filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Paul G. Mercer, Esquire, 700 S. Royal Poinciana Blvd., Suite 502, Miami Springs, FL 33166.

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

ARTICLE V - CORPORATE ADDRESS

The Corporate Address is: 7200 Fairway Drive, Apt. H-20, Miami Lakes, FL 33014.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have two directors initially. The

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number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VII - INITIAL DIRECTOR

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

Curtiss R. Lee, 7200 Fairway Drive, Apt.H-20, Miami Lakes, FL 33014

Sherrie R. Lee, 7200 Fairway Drive, Apt.H-20, Miami Lakes, FL 33014

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII - INCORPORATOR

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are: Curtiss R. Lee and Sherrie R. Lee.

#### ARTICLE IX - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be

vested in the Board of Directors and the shareholders.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

<u>Curtiss E. Lee</u>	<u>50</u>	<u>Shares</u>
<u>Sherrie R. Lee</u>	<u>50</u>	<u>Shares</u>

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIV - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by  
VOTE OF TWO DIRECTORS OR ALL SHAREHOLDERS.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XVI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation rather than by the Board of Directors. An act authorized by 51% of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be an act of the Shareholders.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

SIMPLE MAJORITY of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of SIMPLE MAJORITY 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 SIMPLE MAJORITY of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XVIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the board of directors by means of conference telephone as provided by law, but [regular] meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XX - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation this 20 day of December, 1994.

Curtiss R. Lee  
CURTISS R. LEE

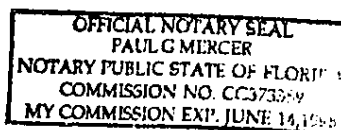
Sherrrie R. Lee  
SHERRIE R. LEE

STATE OF FLORIDA )  
COUNTY OF DADE ) :SS

BEFORE ME, a Notary Public, personally appeared  
CURTISS R. LEE AND SHERRIE R. LEE, to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation this 20 day of December, 1994.

Paul G. Mercer  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

MY COMMISSION EXPIRES:



CERTIFICATE OF ACCEPTANCE

INITIAL REGISTERED OFFICE AND AGENT OF CORPORATION

In pursuance to 2607.034 and 2607.164, Florida Statutes, and consistent with Article V of the Articles of Incorporation of CURRIEL, INC., entitled "Initial Registered Office and Agent", the following is submitted.

Having been named as the initial registered agent of CURRIEL, INC., at the initial registered office designated in the Articles of Incorporation, to wit:

PAUL G. MERCER, I hereby accept the designation to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act, relative to continuously maintaining an office in this state and all other statutory responsibilities.

Paul G. Mercer  
PAUL G. MERCER

STATE OF FLORIDA )  
COUNTY OF DADE ) :ss

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL G. MERCER, known to me and known by me to be the person who executed the foregoing Acceptance and he acknowledged before me that he executed the Acceptance as set forth hereinabove.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 20 day of December, 1994.

Jackie Martiniz  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL  
JACKIE MARTINIZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC122947  
MY COMMISSION EXP. JULY 2, 1995