

P95000001798

RONALD L. FRIED, P.A.

LAWYERS  
960 SUNSET DRIVE  
BLDG. 200, SUITE 205  
MIAMI, FLORIDA 33173  
(305) 598-1900  
FAX: (305) 598-3350

RONALD L. FRIED, ESQ.

December 15, 1994

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

RECEIVED  
12/20/94 - 11:00 AM  
\*\*\*\*12/20/94 \*\*\*\*12/20/94

Re: Articles of Incorporation  
of Century 21 All-Stars of Kendall, Inc.

Dear Sir/Madam:

Enclosed for filing, please find the Articles of Incorporation for Century 21 All-Stars of Kendall, Inc., a Florida corporation. Also enclosed is a check in the amount of \$122.50 for the required filing fee.

Should you have any questions, please feel free to contact Leesa Layton in our office at (305) 598-1900.

Sincerely,  
RONALD L. FRIED, P.A.

Ronald L. Fried

RLF:lw1  
KENDALLINC.LTR  
encs.

W94-27235

1/5/95

FILED  
1995 JAN -6 11:30 AM  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 27, 1994

RONALD L. FRIED, P.A.  
9360 SUNSET DRIVE  
BLDG. 200, SUITE 285  
MIAMI, FL 33173

SUBJECT: CENTURY 21 ALL-STAR OF KEDALL, INC.  
Ref. Number: W94000027235

We have received your document for CENTURY 21 ALL-STAR OF KEDALL, 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):

Your document is being returned as requested.

**RONALD L. FRIED, P.A.**

LAWYERS  
9360 SUNSET DRIVE  
SUITE 200, SUITE 205  
MIAMI, FLORIDA 33173  
(305) 598-1900  
FAX: (305) 598-3350

RONALD L. FRIED, ESQ.

January 4, 1994

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

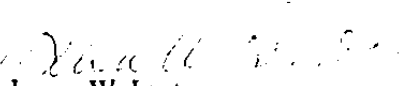
Re: Reference No. W94000027235  
Articles of Incorporation  
of All-Stars of Kendall, Inc.

Dear Sir/Madam:

Enclosed for filing, please find our resubmission of Articles of Incorporation for All-Stars of Kendall, Inc., a Florida corporation. Also enclosed is a copy of your above referenced letter showing your receipt of our check in the amount of \$122.50.

Should you have any questions, please feel free to contact me in our office at (305) 598-1900.

Sincerely,  
RONALD L. FRIED, P.A.

  
Leesa W. Layton  
Administrative Secretary

:lwl  
KENDALL.LTR  
enc.  
encs.

ARTICLES OF INCORPORATION  
OF  
ALL-STARS OF KENDALL, INC.

FILED  
1995 JAN -6 PM 2:00  
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby execute the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of this Corporation shall be:

ALL-STARS OF KENDALL, INC.

ARTICLE TWO

This corporation shall exist perpetually thereafter unless sooner dissolved according to law.

The general purpose for which the Corporation is organized is to act as and preform any and all lawful business for which the Corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE THREE

This corporation may engage in any activity of business permitted under the laws of the State of Florida.

ARTICLE FOUR

Capital Stock Authorized: 100 shares  
Par Value thereof: \$1.00  
Characteristics of such stock shall be: Common

ARTICLE FIVE

The initial street address in the State of Florida of the principal office of this corporation shall be:

8415 Coral Way, Suite 203  
Miami, Florida 33155

ARTICLE SIX

The street address of the initial registered office is:

9360 Sunset Drive,  
Bldg. 200, Suite 285  
Miami, Florida 33173

The name of the Corporation's initial registered agent is:

Ronald L. Fried  
9360 Sunset Drive, Bldg. 200, Suite 285  
Miami, Florida 33173

#### ARTICLE SEVEN

The number of directors of this Corporation shall be not less than one (1) director.

#### ARTICLE EIGHT

The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified:

| NAME:          | ADDRESS:  |
|----------------|---|
| Lawrence Salas | 8415 Coral Way, Suite 203<br>Miami, Florida 33155 |

#### ARTICLE NINE

The name and post office address of the subscribers to the Certificate of Incorporation is:

|                 |  |
|-----------------|--|
| Ronald L. Fried | 9360 Sunset Drive,<br>Bldg. 200, Suite 285<br>Miami, Florida 33173 |
|-----------------|--|

#### ARTICLE TEN

It is hereby expressly provided that at the option of the shareholder or shareholders of this corporation at a duly called meeting, the shareholder or shareholders shall be given the powers and right to elect to take advantage of certain provisions of the Internal Revenue Code which allows for the election of a corporation to be organized and operated under Subchapter S. The shareholder or shareholders shall further be given the right and option to designate a plan for the issuance of 1244 Stock.

#### ARTICLE ELEVEN

The Corporation shall have all rights and powers consistent with the laws of the State of Florida.

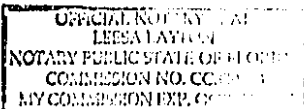
I, the undersigned being the original subscriber to the capital stock herein above-named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts

heroin stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly, do hereunto set my hand and seal this 8th day of January, 1995.

Ronald L. Fried  
Ronald L. Fried

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

1/8th The foregoing instrument was acknowledged before me this day of January, 1995, by RONALD L. FRIED, as Sole Subscriber of ALFA-STARS OF KENDALL, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced proper identification as identification and who did not take an oath.



Leesa Layton  
Name: Leesa Layton  
NOTARY PUBLIC, State of Florida  
Commission Expiration Date: \_\_\_\_\_  
Commission Number: \_\_\_\_\_

RESIDENT AGENT CERTIFICATE

FILED

1995 JAN -6 PM 2:00

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE (REGISTERED OFFICE) AND  
PROCESS MAY BE SERVED

TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes,  
the following is submitted, in compliance with the said Act:

That ALL-STARS OF KENDALL, INC., desiring to organize  
under the laws of the State of Florida with its principal office,  
as indicated in the Articles of Incorporation, at the City of  
Miami, County of Dade, State of Florida, has named RONALD L. FRIED  
located at 9360 Sunset Drive, Bldg. 200, Suite 285, City of Miami,  
County of Dade, State of Florida, as its agent to accept service of  
process within this state; and does designate such agent's address  
as its registered office within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for  
the above-stated corporation, at place designated in this  
Certificate, I hereby accept to act in this capacity and  
agree to comply with the provision of said Act relative to  
keeping open said office.

  
\_\_\_\_\_  
Ronald L. Fried, Registered Agent