

Joseph De Gance, Esquire
Attorney at Law

PA6000002936

January 11, 1995

3371 N. Federal Highway
Suite 801
Fort Lauderdale, Florida 33306
Telephone (305) 566-1551
Fax No. (305) 566-2352

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Fla. 32301

RE: HERMAN ENTERPRISES, INC. of Santa Florida

RECEIVED
JAN 11 1995
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on the above referenced corporation together with my trust account check in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>
Total	\$122.50

Thank you,


Joseph DeGance

02678-00503,0081
MS-413

JD:jd
Enc.

KANUT J. KHOSLA JAN 11 1995

~~KANUT J. KHOSLA~~ ~~JAN 06 1995~~

FILED
95 JAN 12 AM 8:05
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 6, 1995

JOSEPH DEGANCE
3471 N. FEDERAL HWY.
SUITE 601
FT. LAUDERDALE, FL 33306

SUBJECT: HERMAN ENTERPRISES, INC.
Ref. Number: W9500000413

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

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 395A00000695

LAW OFFICES

JOSEPH DeGANCE, ESQUIRE

3471 N. FEDERAL HIGHWAY
SUITE 601
FORT LAUDERDALE, FLORIDA 33306
TELEPHONE (305) 566-1531

DATE: January 10, 1995

Kanut Khosla
Secretary of State
Corporation Division
409 E. Gaines St.
Tallahassee, FL 32399

RE: Herman Enterprises, Inc. of South
Florida

Dear Mr. Khosla:

Find enclosed 2 sets of Articles of Incorporation for the above referenced corporation. As I told you on the phone today, I already sent you the filing fee for \$122.50. Please issue these Articles and return a copy to my office at your earliest convenience.

Thank you,

Joseph DeGance

ARTICLES OF INCORPORATION
OF
HERMAN ENTERPRISES, INC. OF SOUTH FLORIDA

ARTICLE I
NAME

The name of the corporation is: HERMAN ENTERPRISES, INC. OF SOUTH FLORIDA 2133 N. Dixie Highway, Ft. Lauderdale, Florida 33305

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue Five Thousand shares of One Dollar par value common stock, which shall be designated "Common Shares".

SECTION 2. 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 V
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.

FILED
95 JAN 12 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL REGISTERED OFFICERS AND AGENT

The street address of the initial registered offices of this corporation is 3471 N. Federal Highway, Suite 601, Ft. Lauderdale, Florida 33306 and the name of the initial registered agent of this corporation at that address is Joseph DeGance.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than 1. The names and addresses of the initial directors of this corporation are:

HAROLD R. HERMAN
2133 N. Dixie Highway
Ft. Lauderdale, Fla. 33305

ARTICLE VIII
INCORPORATORS

The names and addresses of the persons signing these articles are:

HAROLD R. HERMAN
2133 N. Dixie Highway
Ft. Lauderdale, Fla. 33305

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
MEETING 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.

ARTICLE XI
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII
INDEMNIFICATION

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

ARTICLE XIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE XIV
BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin shall be upon filing of these Articles of Incorporation.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10 day of January, 1995.

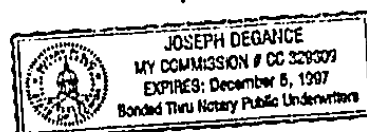

SUBSCRIBER

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared HAROLD R. HERMAN known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He produced a Florida Driver's License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of January, 1995.


NOTARY PUBLIC
My Commission Expires:



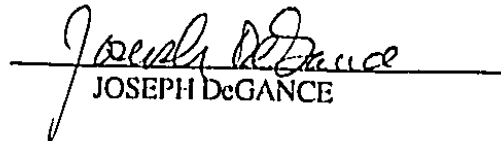
DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That HERMAN ENTERPRISES, INC. OF SOUTH FLORIDA, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named: Joseph DeGance, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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


JOSEPH DeGANCE

FILED
95 JAN 12 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA