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ILLM ESTATE PLANNING

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OF COUNSEL:  
LAWRENCE B. KLITZMAN, P.A.  
(ILLM TAXATION)

**P95000003924**

FILED  
DIVISION OF CORPORATIONS  
05 JAN 17 PM 1:34

November 30, 1994

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

900001344109  
-12/02/94--01093--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: **TORGREEN, INC.**

Gentleperson(s):

Enclosed please find original and one (1) copy of Articles of Incorporation for the above corporation.

Please forward the undersigned a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope which has been enclosed for your convenience.

Also enclosed please find our trust account check in the sum of \$122.50 as your fee for filing the Articles.

Thank you.

Sincerely yours,

*Michael A. Shapiro*  
MICHAEL A. SHAPIRO

MAS/km

Enc.

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789  
611  
671

W94-25820



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 5, 1994

MICHAEL A. SHAPIRO, ESQ.  
2655 S. BAYSHORE DR.  
SUITE M-103  
COCONUT GROVE, FL 33133

SUBJECT: TORGREEN, INC.  
Ref. Number: W94000025820

We have received your document for TORGREEN, 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):

The registered agent must sign accepting the designation.

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) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 694A00051769

**ARTICLES OF INCORPORATION  
OF  
TORGREEN, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 17 PM 1:35

The undersigned does hereby subscribe to, 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 - NAME**

The name of this corporation is TORGREEN, INC. Principal office is: 221 N.W. 4th Avenue, Hallandale, FL 33009.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV - 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 - TERM**

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE VI - INCORPORATORS**

The name and address of the initial incorporators and subscribers hereto are as follows:

Francisco Toribio  
221 N.W. 4th Avenue  
Hallandale, FL 33009

Bernard Greenspan  
221 N.W. 4th Avenue  
Hallandale, FL 33009

**ARTICLE VII - BOARD OF DIRECTORS**

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Francisco Toribio, 221 N.W. 4th Avenue, Hallandale, FL 33009  
Bernard Greenspan, 221 N.W. 4th Avenue, Hallandale, FL 33009  
Albert Kirchner, 221 N.W. 4th Avenue, Hallandale, FL 33009

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

#### ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:



Francisco Toribio  
221 N.W. 4th Avenue  
Hallandale, FL 33009

#### ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Francisco Toribio, President  
Bernard Greenspan, Secretary/Treasurer  
Albert Kirchner, Vice-President

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21 day of November 1994.

  
\_\_\_\_\_  
FRANCISCO TORIBIO  
  
\_\_\_\_\_  
BERNARD GREENSPAN

STATE OF FLORIDA

COUNTY OF Dade

The foregoing instrument was acknowledged before me this 21 day of November, 1994 by FRANCISCO TORIBIO and BERNARD GREENSPAN, who are personally known to me or have produced \_\_\_\_\_ as identification and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 21 day of  
November, 10 94

  
NOTARY PUBLIC-STATE OF FLORIDA

JORGE GUENUNDE  
Printed or typed name of Notary

My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

A handwritten signature in cursive script, appearing to read "J. D. Smith", is written over two horizontal lines.

DATED: Nov 21/1994

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 17 PM 1:35