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LETTER-LIMINATOR

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95 JAN 17 AH 9: FILED မ္မ

# ARTICLES OF INCORPORATION

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopts the following articles of Incorporation for such corporation.

## ARTICLE 1

The name of this corporation is HCT, Inc.

## ARTICLE 2

The period of duration for said corporation is not limited to any time limitations within these articles.

#### ARTICLE 3

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

#### ARTICLE 4

The corporation is authorized to issue 300 shares, all of one class, at \$1.00 par value.

## ARTICLE 5

The name and address of the initial registered agent and office of this corporation is as follows;

## Anthony J. Paigo 280 N.W. 79 St. Miami, Florida 33150

The principle address and registered office address of this corporation are the same.

# ARTICLE 6

This corporation shall have three directors initially. The numbers of directors may either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never by less than 1. The names and addresses of the initial director of this corporation are;

Anthony J. Paigo, 15845 W. Prestwick Pl., Miami Lakes, Fl. 33014. Herbert R. Kimmel, 6851 Fearn Dr., Miami Lakes, Fl. 33014 Carson Hill, 4444 N.W. 179th Terr., Miami, Fl. 33055



The names and addresses of the Incorporator signing these Articles of Incorporation are;

Anthony J. Paigo, 15845 W. Prestwick Pl., Miami Lakes, Fl. 33014

Herbert R. Kimmel, 6851 Fearn Dr., Miami Lakes, Fl. 33014 Carson Hill, 4444 N.W. 179th Terr., Miami, Fl. 33150

## ARTICLE 8

CUMULATIVE VOTING. In any election of directors by the stockholder, each stockholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of share equals, or to distribute them on the same principle among as many candidates as he sees fit, provided, however, that notice shall be given to any shareholder to the President or a Vice President of the corporation not less than twenty-four(24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

## ARTICLE 9

NON-RESIDENT DIRECTORS. Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

## ARTICLE 10

DIRECTORS' AUTHORITY TO FIX COMPENSATION. Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

#### ARTICLE 11

PRE-EMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time so issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice from the

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.

#### ARTICLE 13

DIRECTOR QUORUM AND VOTING. Only fifty-one percent (51%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the directors pre ent 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 fifty-one (51%) of the directors present and voting, shall be the act of the Board of Directors. (Majority constitutes a quorum and vote, unless greater number is required by Articles of Bylaws).

#### ARTICLE 14

DIRECTOR CONFLICT OF INTEREST.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such directors are present at the meeting of the Board of Directors or a committee thereof which approves such contract or transaction, or that his vote(s) are counted for such purpose.

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors;or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or shareholders.

b. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

RESTRICTION ON AUTHORITY TO MORTGAGE OR PLEDGE ASSETS. The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, and or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of fiftyone (51%) percent of the corporation entitled to vote thereon and not otherwise.

#### ARTICLE 16

MEETINGS BY CONFERENCE TELEPHONE. Members of the Board of Directors may participate in special, regular, or annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

#### ARTICLE 17

INDEMNIFICATION. The corporation may be empowered to indemnify an officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation. (Pursuant to the provisions of Section 607.014 of the Florida Statues as amended).

#### ARTICLE 18

AMENDMENT OF ARTICLES OR BYLAWS. The power to adopt, alter, amend or repeal the Articles of Incorporation or Bylaws of this corporation shall be vested in the Board of Directors by a fiftyone (51%) percent vote.

#### ARTICLE 19

SHAREHOLDERS QUORUM AND VOTING. Only fifty-one percent (51%) 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 fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE 20

GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS. The affirmative vote of fifty-one percent (51%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following; purchase and sale of capital assets, dissolution of corporation.

REMOVAL OF DIRECTORS. The affirmative vote of fifty-one percent (51%) of the shares of this corporation entitled to vote thereon shall be required for the removal of a director from office.

## ARTICLE 22

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

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, this 1/1/2 day of January, 1995.

ORPORATOR INCORPORATOR REGISTERED

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Anthony J. Paigo, Herbert R. Kimmel and Carson Hill to me known to be the persons who executed the foregoing Articles of Incorporation, they acknowledge to and before me that they executed such instrument.

 $\mu$  IN WITNESS WHEREOF, I have hereunto set my hand and seal this  $\mu$  day of January, 1995.

Notary Public

My commission expires:



## CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

HCT, Inc., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Anthony John Paigo as its registered agent to accept service of process within this state, who is located at the following registered office:

# 280 N.W. 79 St., Miami, Florida 33150

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.

REGISTERED AGEN

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Other

Examiner's Initials

FILED Secretary of State 95 MAY 12 AH 9: 44 Fiorida Department of State, AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR TALLAHASSEE FLURIDA COUNTY OF []ARSON HILL \_\_\_after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct: hereby resign as (Title) CARSON HI of HET, THE, , a Florida corporation; That the corporation has been notified in writing of the resignation. Witness Much Longen. Witness Diston a South 601 Signature of resigning officer/director 0 Sworn to and subscribed before me this day of ice, 44953 ÅRŸ Anthon A160 My Commission Expires FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314 CR2E044 (7-90)

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	OF OF
	HCT, INC. (present name)
Purs the fo	uant to the provisions of section 607.1006, Florida Statutes, this corporation adopts Illowing articles of amendment to its articles of incorporation:
FIRS	T: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)
Ame	and Article 1 To Read
The	Name of this Corporation is
	PK's Bevernges Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

The date of each amendment's adoption: THIRD: 45 FOURTH: Adoption of Amendment(s) (check one) M The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): "The number of votes cast for the amendment(s) was/were sufficient for approval by\_ (voting group) 11 The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. Signed this 20 day of, Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators)  $\infty$  m Typed or printed name AIRMAN Title

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