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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3894  
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*[Signature]*

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 22, 1995

EMIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: AIR AMIGOS, INC.

REF: W95000004016

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 437-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: W95000002075  
Letter Number: 595A00007985

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

FALLA MOORE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
AIR AMIGOS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be: AIR AMIGOS, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the Corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To buy, sell, auction, lease or otherwise deal in real or personal property of every kind and nature, either at retail or wholesale for the Corporation's own account or for the account of others.

(b) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with goods, wares, merchandise and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the

STEPHEN J. McDONALD, ESQ. (FBN 182564)  
315 S.E. 7th Street, Suite 303  
Fort Lauderdale, FL 33301  
305-462-2717

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said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.

(d) To operate and maintain stores, buildings, warehouses or any other real property for the carrying out of any of the foregoing businesses.

(e) To lease, hire or otherwise acquire, to own, hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein.

(f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness created by any other corporation or corporations; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership; including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

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(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, promote and to aid in any way in the formation of any corporation, domestic or foreign.

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with the business of the Corporation or any other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(j) To borrow money and contract debts when necessary for the transaction of its businesses or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specific event, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

(k) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

(l) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, and the

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territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

(n) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter by lawful and authorized under the laws of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this Corporation.

### ARTICLE III

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The capital stock of this Corporation shall consist of 7,500 shares of common stock of a par value of \$1.00 per share.

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Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, by proper labor, by services, or by property, at a just valuation to be fixed by the directors.

#### ARTICLE IV

This Corporation is to have perpetual existence.

#### ARTICLE V

The street address of the initial principal office of this Corporation is 11541 Lane Park Road, Tavares, Florida, 32778.

The name of the initial registered agent of this Corporation shall be STEPHEN J. McDONALD whose address is 315 S.E. 7th Street, Suite 303, Fort Lauderdale, Florida 33301. The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

#### ARTICLE VI

This Corporation shall at all times have at least one (1) director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE VII

The names and addresses of the members of the first Board of Directors are as follows:

THOMAS D. FOLEY  
11541 Lane Park Road  
Tavares, Florida 32778

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## ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefore.

(c) Unless otherwise determined by the Board of Directors no holder of stock of the Corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether out of unissued shares authorized by the Corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the corporation be entitled as such as a matter of right, to purchase or subscribe for any obligation which the Corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the Corporation of any class



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or classes, or to which shall be attached or appurtenant to any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the Corporation any share of its capital stock of any class or classes.

(d) No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer, or are directors or officers of such other Corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract, act or transaction of the Corporation with any person or persons, firm or corporation and each and every person who may become a director of the Corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

(e) The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as

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officers of the Corporation.

#### ARTICLE IX

The name and address of the incorporator of this Corporation is as follows:

THOMAS D. FOLEY  
11541 Lane Park Road  
Tavares, Florida 32778

#### ARTICLE X

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 having the right to vote on any such amendment, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote therein sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

This Corporation shall begin existence as of the date of the filing of these Articles.

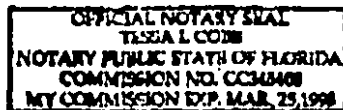
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Florida, for the uses and purposes aforesaid, this 13 day of February, 1995.

  
THOMAS D. FOLEY

H95000002075

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF LAKE )

The foregoing instrument was acknowledged before me this 13 day of February, 1995 by THOMAS D. FOLEY who is personally known to me or who has produced (type of identification) as identification and who did (did not) take an oath.



Tessa L. Cobb  
Notary Public at Large  
Tessa L. Cobb  
Office Manager  
(Title/Serial Number)

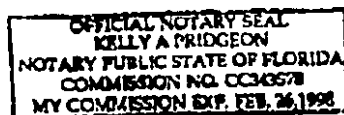
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THE UNDERSIGNED, having been appointed as Registered Agent for the above named Corporation, hereby consents to said appointment and agrees to serve as same for said Corporation.

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

Stephen J. McDonald  
STEPHEN J. McDONALD, ESQUIRE

The foregoing instrument was acknowledged before me this 17 day of February, 1995 by STEPHEN J. McDONALD who is personally known to me or who has produced (type of identification) as identification and who did (did not) take an oath.



Kelly A. Pridgeon  
Notary Public at Large  
KELLY A. PRIDGEON  
  
(Title/Serial Number)

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TALLAHASSEE, FLORIDA

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**STATE OF FLORIDA**  
**OFFICE OF THE COMPTROLLER**  
**APPLICATION FOR REFUND**

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name RUSSELL J. FERRARO, JR. & ASSOCIATES EIN or SS#: \_\_\_\_\_

Address: 3601 S.E. OCEAN BLVD., #201  
STUART, FL 34996

Amount: \$35.00 Date Paid \_\_\_\_\_

Reason for claim: CHANGE MADE PREVIOUSLY. CANCEL REQUEST.

RUSSELL J. FERRARO, JR. & ASSOCIATES, P.A.  
P95-14952

Certified true and correct this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_.

Signature \_\_\_\_\_

\* Must be completed if authority is other than Section 215.26, Florida Statutes.

<i>For Agency Use Only</i>		N. HENDRICKS 6/28/96
Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ <u>35.00</u>		
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. <u>01009-018</u> dated <u>6/26/96</u>		
Name of Account _____		
<b>45202130001453000000000010000</b>		
Statutory Authority for Collection <u>607-0122</u>		
It is requested that payment be made from the following account:		
NAME OF ACCOUNT: _____		
<b>45202130001453000000022002000</b>		
Certified true and correct this _____ day of _____, 19 _____		
Department of State, Division of Corporations _____		
(Agency)		(Authorized Signature and Title)

Law Offices  
**Russell J. Ferraro, Jr., & Associates, P.A.**

3601 S.E. Ocean Boulevard  
Suite 201  
(Sewall's Point)  
Stuart, Florida 34996

Russell J. Ferraro, Jr.

Board Certified  
Marital and Family Law

Mary T. Laasanen

Telephone (561) 221-0600  
Fax (561) 220-0640

Dorthea M. Duncan, CLA  
Barbara A. Hopkins, CLA

June 20, 1996

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

*Refund*

Re: RUSSELL J. FERRARO, JR., & ASSOCIATES, P.A.

Dear Sir/Madam:

Enclosed are an original and one copy of ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION of the captioned corporation, together with this firm's check in the amount of \$35.00 to cover the filing fee.

Please return the extra copy of the Amendment to me in the enclosed addressed, stamped envelope.

Very truly yours,

  
Russell J. Ferraro, Jr.

RJF:dd  
Encls.

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

June 27, 1996

**RUSSELL FERRARO, JR.**  
**ATTN. DOROTHY**  
**3601 S.E. OCEAN BLVD., #201**  
**STUART, FL 34996**

**SUBJECT: RUSSELL J. FERRARO, JR., & ASSOCIATES, P.A.**  
**Ref. Number: S29319**

We have received your document for **RUSSELL J. FERRARO, JR., & ASSOCIATES, P.A.** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As we discussed in our phone conversation, the Articles of Amendment are being returned since the registered office was previously changed on the 1994 Annual Report.

A refund is in process for the \$35.00. Please allow at least 6 weeks for processing.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

**Nancy Hendricks**  
Corporate Specialist

**Letter Number: 796A00031993**