

P95000021551

Charter Number Only

3/9/95

Requestor's Name
William Chiara
Address
4701 W. 4 Ave #
Hialeah, FL 33012
City State ZIP Phone

557-2577A

CORPORATION(S) NAME

H & D CONCEPTS OF SOUTH FLORIDA, INC.

600001427806
-03/13/95--01021--032
***122.50 ***122.50

FILED
MAR 16 1995

Empire Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (RS-85)

195A 00011070

H. SIMS MAR 16 1995.

CERTIFIED COPY

B. REGISTER MAR 13 1995

789, 634, 671
W95-5526



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1995

EMPIRE

MIAMI, FL

SUBJECT: H & D CONCEPTS OF SOUTH FLORIDA, INC.
Ref. Number: W95000005526

We have received your document for H & D CONCEPTS OF SOUTH FLORIDA, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 620.114, Florida Statutes, requires the original certificate of limited partnership, an affidavit, a certificate of cancellation, or supplemental affidavit to be signed by all of the general partners.

FILED
MAR 15 PM 1:41
STATE
TALLAHASSEE

FILED
MAR 15 PM 1:42
STATE
TALLAHASSEE

ARTICLES OF INCORPORATION
OF
H & D CONCEPTS OF SOUTH FLORIDA, INC.

FILED
95 MAR 15 PM 1:41
NOTICE TO CREDITORS

ARTICLE I - Name:

- 1.1 The name of this corporation is H & D CONCEPTS OF SOUTH FLORIDA, INC.

ARTICLE II - Duration:

- 2.1 This corporation shall have perpetual existence.

ARTICLE III - Purpose:

- 3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock:

- 4.1 This corporation is authorized to issue 100 shares of common stock with \$1.00 par value.
- 4.2 Each of said shares of stock shall entitle the holder thereto to one (1) vote at any meeting of the stockholders unless otherwise specifically agreed to in any Shareholder's Agreement.
- 4.3 All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid for and shall be nonassessable.

ARTICLE V - Preference, Limitations and Relative Rights of Shares of Capital Stock:

- 5.1 Rights upon liquidation or dissolution: In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.
- 5.2 Voting rights: Except as otherwise provided by law or Shareholder's Agreement, 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 VI - Preemptive Rights:

- 6.1 Every shareholder, upon the sale for cash or 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 the issuance of fractional shares) at the price at which it is offered to others, unless otherwise agreed to in any Shareholder's Agreement in which all of the outstanding shareholders assent.

ARTICLE VII - Initial Registered and Principal Office:

- 7.1 The street address of the initial registered ^{& principal} office of this corporation is 1620 West 21st Street, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is HANDRE HURWIT.

ARTICLE VIII - Initial Board of Directors:

8.1 This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are: **HANDRE HURWIT:** 1620 West 21st Street, Miami Beach, Florida 33140, and **DONNA HURWIT:** 1620 West 21st Street, Miami Beach, Florida 33140.

ARTICLE IX - Incorporators:

9.1 The names and addresses of the persons signing these articles are: **HANDRE HURWIT:** 1620 West 21st Street, Miami Beach, Florida 33140, and **DONNA HURWIT:** 1620 West 21st Street, Miami Beach, Florida 33140.

ARTICLE X - Conflict of Interest:

10.1 No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation

who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - Reduction in Stated Capital:

11.1 The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by an action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XII - Indemnification:

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

ARTICLE XIII - Initial Officers:

13.1 The names, addresses and titles of the initial officers are:

HANDRE HURWIT: President/Secretary
1620 West 21st Street
Miami Beach, Florida 33140

DONNA HURWIT: Vice President/Treasurer
1620 West 21st Street
Miami Beach, Florida 33140

ARTICLE XIV - Amendment:

14.1 The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the persons named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.



HANDRE HURWIT



DONNA HURWIT

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 16 day of February, 1995, by HANDRE HURWIT and DONNA HURWIT, who have produced their Florida drivers' licenses as identification, and who did take an oath.



NOTARY PUBLIC STATE OF FLORIDA AT LARGE **ALAN G. RANDOLPH**

My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT H & D CONCEPTS OF SOUTH FLORIDA, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI BEACH, STATE OF FLORIDA,
HAS NAMED HANDRE HURWIT LOCATED AT: 1620 West 21st Street, Miami
Beach, Florida 33140, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

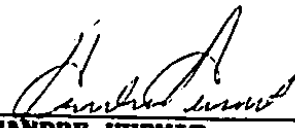

HANDRE HURWIT
(Corporate Officer)

TITLE: PRESIDENT

DATE: 2-15-95

FILED
MAR 16 PM 1:41
CLERK

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


HANDRE HURWIT
(Resident Agent)

DATE: 2-15-95