

Law Offices of  
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Ft. Lauderdale, FL 33312

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**P95000024138**

March 16, 1995

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

RE: Articles of Incorporation of  
Ernie & Kenneth, Inc.

To Whom It May Concern:

Enclosed please find the original and two (2) copies of  
the Articles of Incorporation of "Ernie & Kenneth, Inc."

Also enclosed you will find a check in the amount of One  
Hundred Twenty Two Dollars and Fifty Cents (\$122.50) to cover  
the filing fee and the return of a certified copy.

Thank you.

Sincerely,

*Ronald K. Dallas*  
RONALD K. DALLAS

RKD/dw

Enclosures

**P95000024138**

*TM*  
3-27-95  
02/A

FILED  
95 MAR 24 AM 9 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**ERNIE & KENNETH, INC.**

FILED  
MAR 24 1923  
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural persons competent to contract, hereby act to form a corporation under the laws of the State of Florida.

**[ARTICLE I - NAME]**

The name of the corporation shall be Ernie & Kenneth, Inc.

**[ARTICLE II - PURPOSES AND POWERS]**

The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights of franchise of this company now owned or hereinafter acquired, and to create, issue, draw, and accept and negotiate bonds and mortgages, bills of exchange, promissory notes

or other obligations or negotiable instruments.

[ARTICLE III - CAPITALIZATION]

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is One Hundred Shares of common stock, having a par value of One Dollar (\$1.00) per share.

[ARTICLE IV - INITIAL CAPITAL]

The initial capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

[ARTICLE V - COMMENCEMENT AND DURATION]

This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State. The corporation shall have a perpetual life unless dissolved in accordance with the laws of this State.

[ARTICLE VI - PRINCIPAL PLACE OF BUSINESS]

The name of the corporation shall be Ernie & Kenneth, Inc., having its principal place of business at 16941 N.W. 41st Avenue, Miami, Florida, 33055. The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida as the said corporation may desire.

[ARTICLE VII - BOARD OF DIRECTORS]

This corporation shall have two directors 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 two.

[ARTICLE VIII - INITIAL DIRECTOR]

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

KENNETH L. McCLOVER  
18525 N.W. 22nd Court  
Miami, FL 33056

ERNIE B. WILLIAMS  
16941 N.W. 41st Avenue  
Miami, FL 33055

[ARTICLE IX - INITIAL OFFICE HOLDERS]

The names and addresses of the initial officers of the corporation are as follows:

President/Treasurer

KENNETH L. McCLOVER  
18525 N.W. 22nd Court  
Miami, FL 33056

Vice-President/Secretary

ERNIE B. WILLIAMS  
16941 N.W. 41st Avenue  
Miami, FL 33055

[ARTICLE X - INCORPORATOR]

The names and addresses of the Incorporators executing these Articles of Incorporator are as follows:

KENNETH L. McCLOVER  
18525 N.W. 22nd Court  
Miami, FL 33056

ERNIE B. WILLIAMS  
16941 N.W. 41st Avenue  
Miami, FL 33055

[ARTICLE XI - AMENDMENT]

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, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

[ARTICLE XII - REGISTERED AGENT]

Ernie B. Williams, 16941 N.W. 41st Avenue, Miami, Florida, 33055, is hereby named Registered Agent for this corporation to be its agent, and to accept service of process within the State of Florida.

[ACKNOWLEDGEMENT]

The undersigned incorporator, for the purpose of forming this corporation to do business within the State of Florida, does make and file these Articles of Incorporation hereby declaring and certifying that the facts contained herein are true.

Kenneth L. McClover  
KENNETH L. MCCLOVER

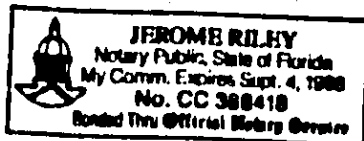
Ernie B. Williams  
ERNIE B. WILLIAMS

BEFORE ME, the undersigned authority, personally appeared KENNETH L. MCCLOVER and ERNIE B. WILLIAMS, who (are personally known to me) (produced PERSONALLY as identification), and who executed the above.

SWORN TO AND SUBSCRIBED before me this 16<sup>TH</sup> day of March, 1995.

Jerome Riley  
Notary Public  
State of Florida

My commission expires:



[ACKNOWLEDGEMENT OF REGISTERED AGENT]

The undersigned hereby accepts designation as the Registered Agent for Service of Process upon the corporation whose registered office is located at 16941 N.W. 41st Avenue, Miami, Florida, 33055, and agrees to comply with the provision of law applicable to said designation.

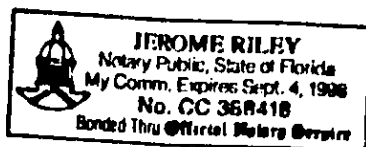
Ernie B. Williams  
ERNIE B. WILLIAMS

BEFORE ME, the undersigned authority, personally appeared ERNIE B. WILLIAMS, who is personally known to me, and who executed the above.

SWORN TO AND SUBSCRIBED before me this 16th day of March, 1995.

Jerome Riley  
Notary Public  
State of Florida at Large

My commission expires:



FILED  
95 MAR 24 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA