

P95000025377

FILED

95 MAR 28 PM 2:35 95 MAR 30 AM 11:02

Greenberg, Traurig

(Requestor's Name)

101 E. College Avenue

(Address)

Tallahassee, FL 32301 222-16891

(City, State, Zip)

(Phone #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

800001443086
-03/29/95--01063--014
122.50 *122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. KNIGHTS BRIDGE, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

MAR 29 1995

302

BSB

W95-6929

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 29, 1995

GREENBERG, TRAURIG
101 E. COLLEGE AVENUE
TALLAHASSEE, FL 32301

SUBJECT: KNIGHTSBRIDGE, INC.
Ref. Number: W95000006929

We have received your document for KNIGHTSBRIDGE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 695A00014331

**ARTICLES OF INCORPORATION
OF
KNIGHTSBRIDGE OF SOUTH FLORIDA, INC.**

(a Florida corporation)

FILED
95 MAR 30 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is **KNIGHTSBRIDGE OF SOUTH FLORIDA, INC.**
(hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 6550 North Federal Highway, Suite 260, Fort Lauderdale, Florida 33308.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Keith Wasserstrom.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of the Corporation is Keith Wasserstrom, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VI - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the

"FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VI shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE VIII - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of KNIGHTSBRIDGE, INC. this 28 day of March, 1995.
of South Florida




Keith Wasserstrom
Incorporator

**CONSENT OF REGISTERED AGENT
OF
KNIGHTSBRIDGE, INC.**
of South Florida

FILED
95 MAR 30 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **Keith Wasserstrom**, whose business address is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of **KNIGHTSBRIDGE, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Keith Wasserstrom
Registered Agent

P95000025377

OFFICE USE ONLY (Document #)

Greenberg Traurig

(Requestor's Name)

222-6891 Michelle

(City, State, Zip)

(Phone #)

300001493513

-05/18/95--01044--014

*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Knightbridge of South Florida, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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☐ Certified Copy

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☐ Certificate of Status

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE FLORIDA

55 MAY 18 PM 1:56

5/18

5/18

for Amend.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
KNIGHTSBRIDGE OF SOUTH FLORIDA, INC.**

FILED
95 MAY 18 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Keith Wasserstrom, the Incorporator of Knightsbridge of South Florida, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on March 30, 1995, DOES HEREBY CERTIFY:

1. The name of this Corporation is KNIGHTSBRIDGE OF SOUTH FLORIDA, INC.
2. The Corporation's Articles of Incorporation are hereby amended as follows:
 - (a) Article VIII of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

ARTICLE VIII - GOVERNANCE

Pursuant to Sections 607.0732 and 607.0801(2) of the Florida Business Corporation Act, the authority of the Board of Directors of the Corporation is limited as follows: The directors of the Corporation shall serve solely in an advisory capacity and at the pleasure of the shareholders of the Corporation; all rights and powers vested in the Board of Directors under Florida law shall be vested in the Corporation's shareholders, except for such rights and powers as the shareholders may from time to time expressly delegate in writing to the Board of Directors. The affirmative vote of the holders of all of the Corporation's issued and outstanding shares, effected by written consent or by vote at a meeting held in accordance with the Bylaws of the Corporation, shall be and constitute the act and deed of the Corporation. The officers of the Corporation, shall be chosen in accordance with the Bylaws of the Corporation, and shall have such duties as are set forth in the Bylaws of the Corporation.

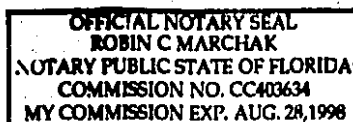
3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written consent executed by the Incorporator of the Corporation on May 15, 1995, pursuant to Section 607.0205 of the Florida Business Corporation Act. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to the Articles of Incorporation of Knightsbridge of South Florida, Inc., this 15 day of May, 1995.

Keith Wasserstrom
Keith Wasserstrom
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15 day of May, 1995, by Keith Wasserstrom, in his capacity as Incorporator of Knightsbridge of South Florida, Inc., a Florida corporation. The aforesaid Keith Wasserstrom is personally known to me or has produced _____ as identification.



Robin C. Marchak
Notary Public
Print name: Robin C. Marchak
My commission expires: Aug 28, 1998