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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-

02-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: STERN & BOW INVESTMENTS, INC.

FAX AUDIT NUMBER: H95000004175

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TO

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 13, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: STERN & BOW INVESTMENTS, INC.
REF: W95000007906

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

Please re-send page 4 of Articles.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000004175
Letter Number: 595A00016914

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

APR-13-1995 13:57 FROM EMPIRE

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

April 13, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: STERN & BOW INVESTMENTS, INC.
REF: W95000007906

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

SORRY, I NEED PAGE 3 ALSO.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000004175
Letter Number: 495A00017036

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

ARTICLES OF INCORPORATION-OF-STERN & BOW INVESTMENTS, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the Corporation) is STERN & BOW INVESTMENTS, INC.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and unless the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to

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1101 Brickell Avenue, Suite 704
Miami, Florida 33131
Tele: (305) 569-0600
Fla. Bar No.: 435740

perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner, deal with and contract with reference to:

(a) inventions, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade marks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants and concessions.

To have all of the powers conferred upon corporations organized under the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$.10 each and are of the same class and are to be common shares.

FIFTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

FIFTH: Every shareholder of the Corporation shall have the right to acquire, any unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares, to the extent of his pro rata interest, at the price and upon the terms at which such shares or securities may be offered to others.

SIXTH: The address of the initial registered agent of the Corporation in the State of Florida is: 1200 Miami Gardens Drive, Unit 909w, North Miami Beach, Florida 33179, and the name of the initial registered agent of the Corporation at such address is Shawn Wiley and the address of the initial principal office is 1200 Miami Gardens Drive, Unit 909w, North Miami Beach, Florida 33179.

SEVENTH: The number of directors constituting the Initial Board of Directors of the Corporation is 2 which may be increased by the bylaws.

The name and address of each person who is to serve as a member of the Initial Board of Directors of the Corporation is as follows:

NAME	ADDRESS
Nancy Caballero	1200 Miami Gardens Drive Unit 909w North Miami Beach, Florida

H9500000 4175

H9500000 4175

NAME
Shawn Wiley

ADDRESS
1200 Miami Gardens Drive
Unit 909w
North Miami Beach, Florida

EIGHTH: The name and address of the Incorporator is:

NAME
Shawn Wiley

ADDRESS
1200 Miami Gardens Drive
Unit 909w
North Miami Beach, Florida

NINTH: 1. Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same.

ELEVENTH: In all elections of directors of this corporation, each shareholder of record shall be entitled to as many votes as shall equal the number of votes which, except for this provision as to cumulative voting, he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

Signed on April 12, 1995


Shawn Wiley
Incorporator

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STATE OF FLORIDA)
COUNTY OF DADE) SS:

On this 12th day of April, 1995, before me, a Notary Public in and for the state and county aforesaid, personally appeared Shawn Wiley, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of Stern & Bow Investments, Inc. and who duly acknowledged to me that she signed said Articles of Incorporation as the incorporator of said Corporation.

Witness my hand and seal of office on the day and year aforesaid.

Notary Public State
of Florida at Large

(Notarial Seal)

My Commission Expires:



Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Shawn Wiley

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TALLAHASSEE, FLORIDA