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SECRETARY OF STATE TO LARASSES, EVENDA

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AMERILAWYER®

(Requestor's Name)
343 ALMERIA AVENUE

CORAL GABLES, FL 33134 – (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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Examiner's Initials

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OTHER FILINGS	REGISTRATION/	
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Trademark

Other

### **ARTICLES OF INCORPORATION**

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95 APR 27 PHI2: 31,
SECRETARY OF STATE
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**OF** 

#### NAB GROUP, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### **ARTICLE 1 - NAME**

The name of the Corporation is NAB GROUP, INC.

#### **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 15647 Carriedale Lane, Fort Myers, Florida 33912 and the mailing address is the same.

#### <u>ARTICLE 4 - INCORPORATOR</u>

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez 343 Almeria Avenue Coral Gables, Florida 33134

#### **ARTICLE 5 - PRESIDENT**

The initial President of the Corporation shall be Nancy Ann Briles whose address shall be the same as the principal office of the Corporation.



#### ARTICLE 6 - CORPORATE CAPITALIZATION

- 6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.
- 6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

- 7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of



the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.



#### **ARTICLE 12 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Eoard of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of April, 1995.

Elsia Sanchez, Incorporator

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®

Lawrence J. Spiegel, President

ARTESING SUB

# P95000033051

Joel M. Brilee 15647 Carriedale Ln. Fort Myers, FL 33912 300001617993 -10/24/95--01002--007 \*\*\*\*\*35.00 \*\*\*\*\*35.00

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

ANTERIOR MARINES

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

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	NEW FILINGS	
	Profit	
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	Limited Liability	
	Domestication	
	Other	

 AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

 OTHER FILINGS
Annual Report
Fictitious Name
 Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Examiner's Initials

CR2E031(10/92)

#### Florida Department of State, Sandra B. Mortham, Secretary of State

# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of submits the following statement in order to change its registered office or registered organized both, in the State of Florida.
1a. The name of the corporation is: NAB Group, INC.
1b. The mailing address of the corporation is: 15641 Carriedal, Liv Ft My2rs, FL 33912
1c. Date of incorporation: $4-27-95$ Document number: $P9500003305$
2. The name and address of the current registered agent and office:  Lawrence J Spicker, Chartend DBA  343 ALMONIA Ave  Coral Gables FL 33134
3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)
Suc C Briles
15647 Carriedale LN
Sue C Briles 15647 Carriedale LN F+ Myers F1 33912
The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the hoard (Signature of an officer, chairman or Wee chairman of the board)  (Cate)
(Signature of an officer, chairman or vice chairman of the board) (Date)
See C Briles
(Printed or typed name and title)
Having been named as registered agent and to accept service of process for the above stated corporation, Thereby accept the appointment as registered agent and agree to act in his capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.
(Signature of Registered Agent) (Date)
If signing on behalf of an entity:

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

(Capacity)

(Typed or Printed Name)