

**DP50000387123**  
**ALOIA, DUDLEY, ROOSA, SUTTON, McIVER & BURANDT**  
*Attorneys and Counselors at Law*

FRANK A. ALOIA  
FRED A. DUDLEY  
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1714 CAPE CORAL PARKWAY  
POST OFFICE BOX 988  
CAPE CORAL, FLORIDA 33910  
TELEPHONE (919) 548-4738

**FILED**  
95 APR 16 PM 2:15  
TALLAHASSEE, FLORIDA

April 28, 1995

Secretary of State  
State of Florida  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

**900001469529**  
-05/01/95--01064--020  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

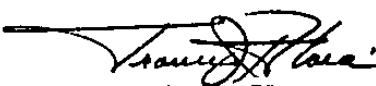
RE: UNITED BROKERS, INC.

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my trust account check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
<b>Total</b>	<b>\$122.50</b>

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,

  
FRANK J. ALOIA  
FJA:fao  
Enc.

789,634,621  
M/95-9766

: D. BROWN MAY 16 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 9, 1995

FRANK ALOIA, ESQ.  
POST OFFICE BOX 535  
CAPE CORAL, FL 33910

SUBJECT: UNITED BROKERS, INC.  
Ref. Number: W95000009766

We have received your document for UNITED BROKERS, 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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 695A00023179

**ALOIA, DUDLEY, ROOSA, SUTTON, McIVER & BURANDT**

*Attorneys and Counselors at Law*

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1714 CAPE CORAL PARKWAY  
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TELEPHONE (813) 948-4788

May 12, 1995

Secretary of State  
State of Florida  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

Attn. Doris Brown  
Document Specialist

Dear Ms. Brown:

RE: United Brokers, Inc.  
Ref. #W95000009766

Pursuant to your instructions, we have revised Article VII on page 4 and enclose herewith two copies of Articles of Incorporation for filing. You are holding the filing fees pending receipt of the corrected Charter.

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

  
FRANK J. ALOIA  
FJA:fao  
Enc.

**ARTICLES OF INCORPORATION**  
**OF**  
**UNITED BROKERS, INC.**

FILED  
JUN 16 PM 2:15  
TALLAHASSEE, FLORIDA

The undersigned, does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

**ARTICLE I**

(Name)

The name of this corporation shall be: **UNITED BROKERS, INC.**

**ARTICLE II**

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

(Purpose)

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

To manufacture, assemble, repair, purchase, exhibit, demonstrate, sell, let, and deal in automobiles, motor homes, trailers, motor boats, aircraft and every other kind of vehicle, machines and contrivances for the transfer, carriage or

transportation of goods and passengers, and all parts, accessories, and supplies for such vehicles, machines and contrivances.

To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, or all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

To engage in any other activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE IV**

##### **(Stated Capital)**

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the

full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

(Board of Directors)

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The name and street address of the members of the first Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS	POSITION
FRANK J. ALOIA	1714 Cape Coral Parkway Cape Coral, FL. 33904	Director President & Sec/Treas.

#### **ARTICLE VII**

(Initial Principal and Registered Office and Registered Agent)

The street address of the initial principal office of the corporation, and the initial registered office of the corporation is 1714 Cape Coral Parkway, Cape Coral, Fl. 33904, and the name and address of the initial Registered Agent of this corporation at such address is Frank J. Aloia.

#### **ARTICLE VIII**

(Incorporator)

The name and street address of the person signing these Articles of Incorporation is:

FRANK J. ALOIA, 1714 Cape Coral Parkway  
Cape Coral, Fl. 33904

#### **ARTICLE IX**

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

#### **ARTICLE X**

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that

purpose.

#### **ARTICLE XI**

(Special/Regular Meetings)

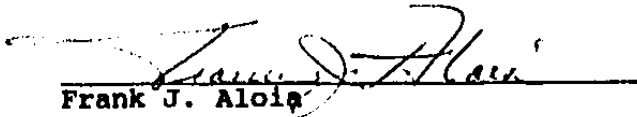
Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

#### **ARTICLE XII**

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

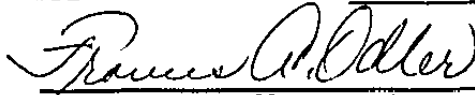
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 28<sup>th</sup> day of April 1995.

  
Frank J. Aloia

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that before me, the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared FRANK J. ALOIA, to me known to be the person who made and who subscribed the foregoing Articles of Incorporation and who acknowledged executing the same for the uses and purposes therein contained.

WITNESS my hand and official seal this 28<sup>th</sup> day of April, 1995.

  
Frances A. Odler, Notary Public

My Commission Expires:

12/21/98

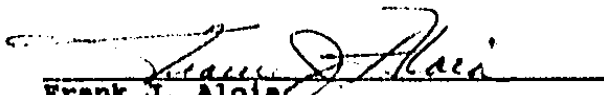


FRANCES A. ODLER  
My Commission CC428339  
Expires Dec. 21, 1998  
Bonded by ANB  
800 852-5878



**ACCEPTANCE BY REGISTERED AGENT**

FRANK J. ALOIA, Registered Agent, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

  
Frank J. Aloia

FILED  
MAY 15 PM 2:15  
CLERK OF COURT  
JACKSONVILLE, FLORIDA