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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: SHAFQ, FREEDMAN & FLETCHER, P.A.
FIRST UNION FINANCIAL CENTER S
200 DISCAYNE BLVD ST 4750
MIAMI FL 33131-2352 0000

CONTACT: HOWARD A COHEN
PHONE: (305) 358-4440
FAX: (305) 358-0521

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WATERFORD CENTRE, INC.

FAX AUDIT NUMBER: H95000005720

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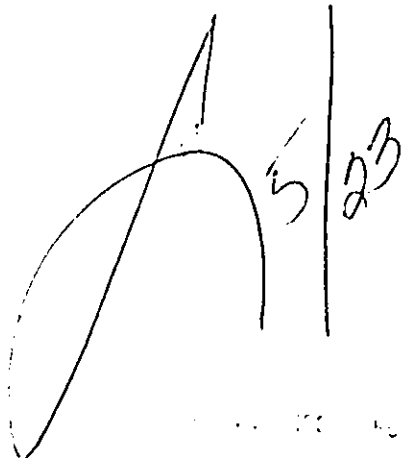
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EFFECTIVE DATE

5-22-95



FILED
95 MAY 23 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WATERFORD CENTRE, INC.

FILED
95 MAY 23 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

EFFECTIVE DATE

ARTICLE 1.
NAME

5-22-95

The name of this corporation shall be:

WATERFORD CENTRE, INC.

ARTICLE 2.
COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of execution of these Articles of Incorporation by the incorporator. This corporation's duration shall be perpetual.

ARTICLE 3.
AUTHORITY

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

Prepared by:
Howard Allen Cohen, Esq.
Florida Bar № 190281
Shapo, Freedman & Fletcher, P.A.
200 S. Biscayne Boulevard, Suite 4750
Miami, Florida 33131-2352
Tel.: (305) 358-4440
Fax: (305) 358-0521

**ARTICLE 4.
CAPITAL STOCK**

This corporation shall have the authority to issue the following shares of par value common capital stock:

Number of Shares	100
Par Value Each	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

**ARTICLE 5.
INITIAL ADDRESS**

The initial street and mailing address of the principal office of this corporation in the State of Florida shall be:

2600 Douglas Road, PH-5
Coral Gables, FL 33134

The Board of Directors may, from time to time, move the principal office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

**ARTICLE 6.
REGISTERED AGENT & OFFICE**

This corporation's initial registered agent and the address of this corporation's initial registered office shall be:

SOUTH FLORIDA REGISTERED AGENTS, INC.
200 South Biscayne Boulevard
4750 Southeast Bank Building
Miami, Florida 33131

The Board of Directors may, from time to time, move the registered office to any other address to which it seems pertinent in the interest of the corporation within the State of Florida.

**ARTICLE 7.
DIRECTORS**

This corporation shall have one (1) director initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one director, and said director need not be a citizen of the United States of America.

**ARTICLE 8.
INITIAL DIRECTOR**

The names and street addresses of the first director shall be as follows:

X.E. Rosales	2600 Douglas Road, PH-5
	Coral Gables, FL 33134

The initial director shall hold office until the first annual meeting of the shareholders or until his successor shall be duly elected or appointed and qualified.

**ARTICLE 9.
SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

HOWARD ALLEN COHEN, ESQ.
Shapo, Freedman & Fletcher, P.A.
200 South Biscayne Boulevard, Suite 4750
Miami, FL. 33131

**ARTICLE 10.
NO PREEMPTIVE RIGHTS**

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to

be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind, if any, being waived by each and every stockholder.

**ARTICLE 11.
MISCELLANEOUS**

a. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal by Bylaw adopted by the stockholders, and the directors may not adopt Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

b. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

c. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

Fax Audit N° H95000005720

I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this 22nd day of May, 1995.



Howard Allen Cohen

ACCEPTANCE BY REGISTERED AGENT

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity, and I am familiar with, and accept, the obligations of this position and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SOUTH FLORIDA REGISTERED
AGENTS, INC., a Florida
corporation

By: _____

Ronald A. Shapo

Title: President

Date: May 22, 1995

FILED
55 MAY 23 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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