

LAW OFFICE OF
TED CRESPI
A PROFESSIONAL ASSOCIATION

TED CRESPI

THE 110 TOWER
SUITE 1990
110 S.E. SIXTH STREET
FT. LAUDERDALE, FLORIDA 33301

BROWARD: (305) 760-9222
FAX: (305) 760-9261

May 8, 1995

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-05/31/95--01105--004
****122.50 ****122.50

Florida Department of State
Attn: Brenda Baker - New Filings
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: ASCH ASSOCIATES, INC.

Dear Ms. Baker:

Enclosed please find the original and one copy of Articles of Incorporation for the above-captioned corporation together with our firm check in the amount of \$122.50 to cover the various fees. Please return a certified copy of the articles in the self-addressed stamped envelope provided for your convenience.

If you have any questions, please do not hesitate to contact this office. Your attention and cooperation are greatly appreciated.

Sincerely,

Suzanne Hurlburt
Suzanne Hurlburt, For the Firm of
TED CRESPI, P.A.

/s
Enclosures

FILED
MAY 25 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W91-9986
305, 1502, 671



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

May 11, 1995

TED CRESPI, ESQ.
THE 110 TOWER SUITE 1990
110 S.E. SIXTH STREET
FT. LAUDERDALE, FL 33301

SUBJECT: ASCH ASSOCIATES, INC.
Ref. Number: W95000009986

*Check initial
filing back
A.S.C.I.*

We have received your document for ASCH ASSOCIATES, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

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: 495A00023952

LAW OFFICE OF
TED CRESPI
A PROFESSIONAL ASSOCIATION

TED CRESPI

THE 110 TOWER
SUITE 1990
110 S.E. SIXTH STREET
FT. LAUDERDALE, FLORIDA 33301

BROWARD: (305) 700-9222
FAX: (305) 700-9201

May 24, 1995

Ms. Brenda Baker, Corporate Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: **A.S.C.H. ASSOCIATES, INC.**
Reference No. W95000009986

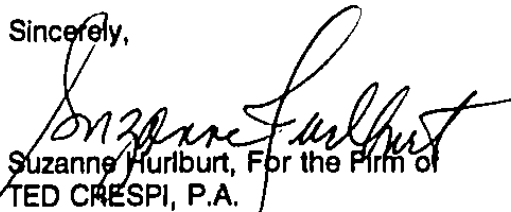
Dear Ms. Baker:

Pursuant to our telephone conversation, enclosed please find the Articles of Incorporation for the above-captioned together with our check in the amount of \$122.50 to cover the cost of filing.

If you have any questions regarding this matter, please feel free to contact me.

Thank you.

Sincerely,


Suzanne Hurlburt, For the Firm of
TED CRESPI, P.A.

/s
Enclosure

**ARTICLES OF INCORPORATION
OF
A.S.C.H. ASSOCIATES, INC.**

FILED
95 MAY 26 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ***A.S.C.H. ASSOCIATES, INC.***

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any of all lawful business for which corporations may incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI
INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: *c/o
Festival Flea Market, 2900 West Sample Road, Pompano Beach, Broward County, Florida*

33067, and the name of the initial registered agent of this corporation at that address is **CAROLE HALLER**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

**ANITA STABILE
CAROLE HALLER**

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is: **ANITA STABILE**, c/o Festival Flea Market, 2900 West Sample Road, Pompano Beach, Broward County, Florida 33067; and **CAROLE HALLER**, c/o Festival Flea Market, 2900 West Sample Road, Pompano Beach, Broward County, Florida 33067.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on this 5th day of May, 1995.

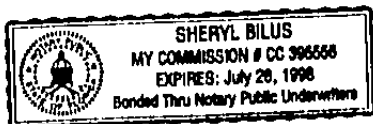

ANITA STABILE, Incorporator


STATE OF FLORIDA)
)S:
COUNTY OF BROWARD)

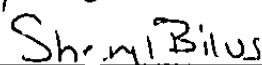
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BEFORE ME, the undersigned authority, duly authorized to administer
oaths and take acknowledgements, personally appeared, **ANITA STABILE**, who, after
first being duly sworn, has produced identification in the nature of a Florida Driver's
License, and who executed the foregoing instrument, and who acknowledged before me
that she executed the same, and who did/did not take an oath.

WITNESS, my hand and seal, in the County and State last aforesaid, this
5th of May, 1995.





Signature of Notary


Printed Name of Notary


My Commission Expires: 7-26-98

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **ASCH ASSOCIATES, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at c/o Festival Flea Market, 2900 West Sample Road, Pompano Beach, Broward County, Florida 33067, has named **CAROLE HALLER**, as its agent to accept service of process within Florida.

Dated: 5/5/95


ANITA STABILE, Incorporator

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


CAROLE HALLER
Registered Agent

FILED
95 MAY 26 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA