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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

SUBJECT: N285DA, Inc.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$122.50

FROM: ADRIAN D. BOWE  
Name (printed or typed)  
14960 N.W. 22ND AVENUE  
Address  
OPA-LOCKA, FLORIDA 33054  
City, State, & Zip  
(305) 769-3844  
Telephone Number

W95-10514  
615,634

PALE 5-26



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 17, 1995

**ADRIAN D. BOWE**  
14960 N.W. 22ND AVENUE  
OPA-LOCKA, FL 33054

**SUBJECT: N285DA, INC.**  
Ref. Number: W95000010514

We have received your document for N285DA, 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):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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.

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) 487-6973.

**AMANDA HERRING**  
Document Specialist

Letter Number: 995A00025435

**ARTICLES OF INCORPORATION  
OF  
N285DA, INC.**

**Article I - Name**

The name of this corporation is  
N285DA, INC.

**Article II - Duration**

This corporation shall commence on the date of filing of these Articles.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business,  
including the power:

- a. To have perpetual succession by its corporate name.
- b. To sue and to be sued, complain and defend in its corporate name in all actions or proceedings.
- c. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- d. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- e. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets.
- f. To lend money to, and use its credit to assist, its officers and employees in

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accordance with Florida Statute 607.141.

- g. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.
- i. To lend money for its corporate purposes, invest and reinvest its fund, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- j. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- k. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- l. To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.
- m. To make donations for the public welfare or for charitable, scientific, or

educational purposes.

- n. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- o. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officer, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- p. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- q. To have and exercise all powers necessary or convenient to effects its purposes.

#### Article IV - Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$5.00. The consideration to be paid for each share shall be fixed by the Board of Directors. The whole or any part of the capital stock of the said Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

#### Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his

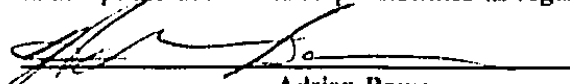
prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VI - Initial Registered**

Office and Agent

The principal corporation address is 14960 N.W. 22ND AVENUE, OPA LOCKA, FLORIDA 33054 and the name of the initial registered agent of this corporation is ADRIAN D. BOWE, at the same address.

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"



Adrian Bowe  
Registered Agent

**Article VII - Initial Board of Directors**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than two.

The names and addresses of the initial directors of this corporation are:

Adrian D. Bowe  
14960 N.W. 22nd Avenue  
Opa-locka, Florida 33054

Ian M. Nixon  
14960 N.W. 22nd Avenue  
Opa-locka, Florida 33054

Sandra C. Davis  
P.O. Box 29064  
Georgetown Great Exuma, Bahamas

Article VIII - Incorporator

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

Adrian D. Bove  
14960 N.W. 22nd Avenue  
Opa-locka, Florida 33054

Article IX - Bylaws

The powers to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article X - Indemnification

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

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.