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Wilson W. Wright
(Requestor's Name)

217 South Adams Street
(Address)

Tallahassee, FL 32301-1708
(City, State, Zip) (Phone #)

904-224-5169

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****122.50 ****122.50

OFFICE USE ONLY

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

1. Spielman Enterprises, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	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

Examiner's Initials

McDonald & Associates

Attorneys at Law
Chartered

James W. McDonald, Jr.
George LaParo (of Counsel)

Michael K. Docker
(Member Maryland Bar)

Community Plaza, Suite 306
15600 SW 288th Street
Homestead, Florida 33033

31 Ocean Reef Drive
Suite B-202
Key Largo, Florida 33037

June 1, 1995

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
95 JUN -2 AM 10:00
STATE
DIVISION OF
CORPORATIONS

Re: Spielman Enterprises, Inc.

Gentlemen:

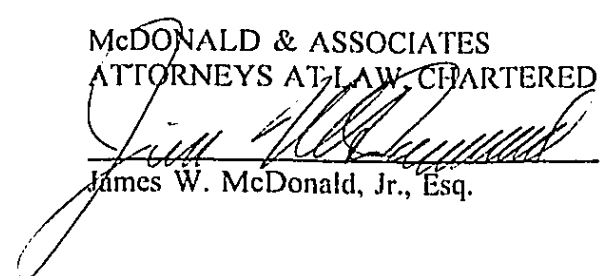
With regard to the above captioned matter, enclosed you will find one (1) original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original and certify the copy and return it to the undersigned in the prepaid envelope enclosed.

Also enclosed is our check in the amount of \$122.50 to cover the filing fee for this corporation and certification.

We appreciate your assistance in this matter.

Sincerely,

McDONALD & ASSOCIATES
ATTORNEYS AT LAW, CHARTERED


James W. McDonald, Jr., Esq.

JWM/kra
Enclosure
Check No. 2617

CC: Gerla Spielman

Homestead Office: Telephone (305) 248-1200 Facsimile (305) 247-0129
Ocean Reef Office: Telephone (305) 367-8004 Facsimile (305) 367-8043

ARTICLES OF INCORPORATION

OF

SPIELMAN ENTERPRISES, INC.

The undersigned Subscriber to these Articles of Incorporation, Gerald Spielman, is competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I. NAME

The name of the corporation is SPIELMAN ENTERPRISES, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III. NATURE OF BUSINESS

A. To exercise and enjoy all the rights, powers and privileges incident to corporations for profit organized and existing by virtue of the laws and Constitution of the State of Florida.

B. To engage in any activity or business permitted under the laws of the United States and of the State of Florida, as fully and to the same extent and effect as natural persons might or could do, including, but not limited to, engaging in the business of property leasing, including the purchase and rental of all types of real and personal property, including the employment of personnel, agents, equipment, and machinery necessary to effect the unrestricted management, control, purchase, development, sale, conveyance, repair, restoration, rehabilitation, care, financing, lease, sublease, lease-purchase, construction and/or manufacture of every type of real and personal property whatsoever.

C. To conduct its business at multiple locations; to buy, hold, mortgage, sell, convey, lease, exchange, improve, construct, or otherwise dispose of real and personal property in the State of Florida, as well as in the District of Columbia, all other states, the United States, and all other countries or places whatsoever.

D. To enter into contracts and other legally binding arrangements by and between this corporation and any and all other businesses in these United States or in foreign countries.

E. To contract debts and borrow money.

F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or to dispose of the shares of the capital stock, or any bonds, securities or other evidences

of indebtedness created by any other corporation of the State of Florida or any other state or government; and, while the owner of such stock, to exercise all rights, privileges, powers or ownership, including the right to vote such stock.

G. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

H. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation, or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV. CAPITAL STOCK

The shares of the capital stock of the corporation, all of which shall be fully paid and non-assessable, shall consist of One-Thousand (1,000) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share, with One Thousand (1,000) shares to be issued directly to GERALD SPIELMAN, as the initial Subscriber. The shares of capital stock may be issued by this corporation when and for such considerations as may be fixed from time to time by the Board of Directors.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. PRE-EMPTIVE 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price and under the same terms at which it is offered to others.

ARTICLE VII. PRINCIPAL OFFICE

The address of the initial principal office of this corporation in the State of Florida is 40310 Fisher Island Drive, Fisher Island, FL 33109. The Board of Directors may, from time

to time, move the principal office to any other address.

ARTICLE VIII. REGISTERED AGENT

The name of the initial Registered Agent of this corporation is JAMES W. McDONALD, JR., and the mailing address shall be McDonald & Associates, Attorneys at Law, Chartered, Community Plaza, Suite 306, 15600 SW 288 Street, Homestead, FL 33033.

ARTICLE IX. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE IX. DIRECTORS

This corporation shall have one (1) Directors initially. The number of Directors may be increased or diminished, from time to time, by the By-Laws adopted by the stockholders but shall never be less than one (1) Director.

The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, to be held at such time and place as provided for hereinafter, by a plurality of the votes cast at such election.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The name and address of the initial Board of Directors and Officers of the corporation are as follows:

President/Director.....Gerald Spielman
40310 Fisher Island Drive
Fisher Island, FL 33109

ARTICLE XI. SUBSCRIBER

The name and address of the Subscriber is Gerald Spielman, 40310 Fisher Island Drive, Fisher Island, FL 33109.

ARTICLE XII. OFFICERS & DIRECTORS INDEMNIFICATION

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporations, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this

corporation, with any person or persons, firms or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this corporation is or are hereby relieved from any liability, except for fraud, that might otherwise exist from this contracting with this corporation, in which he may be in any way interested. Any Director of this corporation may vote upon any contract or any other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controller corporation. Any person made a party to any action, suit or proceeding relating to the performance by him, his testator or intestate, or his duties as a Director, Officer or employee of this corporation or any corporation which he served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer, Director or employee is liable for negligence or misconduct in the performance of his duties. Such right or indemnification shall not be deemed exclusive of any other right to which such Director, Officer or employee may be entitled by law.

ARTICLE XIII. RESTRICTION AND ALIENATION OF STOCK

In furtherance and not in limitation of the power conferred by Statute, the following specific provisions are made for the regulation of any business and conduct of the affairs of the corporation.

A. Any stockholder shall have the right and power without the consent of other stockholders of the corporation to substitute for himself or themselves in this corporation other persons, whether they are stockholders or not, so long as the corporation or the then other existing stockholders are first offered such stock. This does not limit the right of any stockholder to negotiate with the corporation or the other stockholders of the corporation as a group for the sale of this stock, and should an agreement be confirmed to sell the stock to the corporation or to the then existing stockholders on an equally proportionate basis, then a sale may be consummated, and if such a sale cannot be consummated, then

B. The party desiring to sell all or part of his stock shall serve notice upon all other stockholders by certified mail, return receipt requested, indicating that he has a bona fide offer for the sale of his stock, stating the number of shares to be sold, the name and address of the person desiring to purchase same, and the sales price and terms of payment of such sale; said notice must also contain an offer to sell such stock upon the terms and conditions set forth in the aforesaid bona fide offer of sale to the corporation or the other existing stockholders on an equally proportionate basis, or to a single stockholder.

C. For a period of Fifteen (15) days after the receipt of such notice, the corporation shall have the option to redeem the stock so offered, if the corporation fails to exercise such option, the other stockholders shall have the option to purchase such stock in equal amounts; however, should one or more of the stockholders not purchase his or their proportionate share of the offered stock, then the remaining stockholder or stockholders may exercise the option individually or, if more than one, on an equally proportionate basis within Thirty (30) days after the

termination of the corporation's option to redeem.

D. In the event that neither the corporation nor the other stockholders shall exercise the option to redeem or purchase, as the case may be, as provided herein the offering stockholder shall be free to dispose of the shares of stock offered to the person named in the aforesaid bona fide offer of purchase at the price and upon the terms and conditions set forth in the offers; PROVIDED, HOWEVER, that such disposition must be made within Ninety (90) days following termination of the stockholder's offer.

ARTICLE XIV. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XV. GENERAL PROVISIONS

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of all affairs of this corporation;

A. This corporation's Board of Directors are specifically authorized from time to time to adopt By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of these shares of stock; providing, however, such provisions dealing with the purchase or redemption by the corporation of these shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

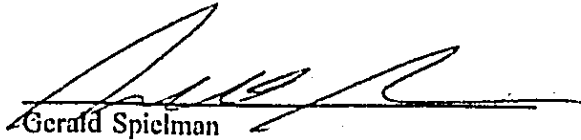
B. The Board of Directors shall have the general management and control of this corporation's business and may exercise the powers of the corporation, except such as may be limited by Statute or any Articles of Incorporation or amendments thereto, or by the By-Laws as executed from time to time, expressly conferred upon or reserved to the stockholders from time to time.

C. The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as conferred by Statute or authorized by the Board of Directors.

D. This corporation shall have such officers as may from time to time be provided by the By-Laws, and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed therein or as may be determined from time to time by the Board of Directors, subject to the By-Laws.

E. The Directors may prescribe a method or methods for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of SPIELMAN ENTERPRISES, INC. this 1 day of June, 1995.

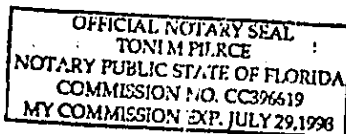

Gerald Spielman

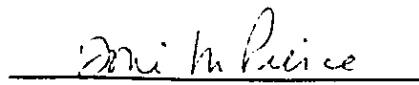
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared Gerald Spielman and who presented n/a as identification, and is known to me to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation for SPIELMAN ENTERPRISES, INC.

WITNESS my hand and official seal at Homestead, Dade County, Florida this 1 day of June, 1995.

My Commission Expires:




Notary Public,
State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

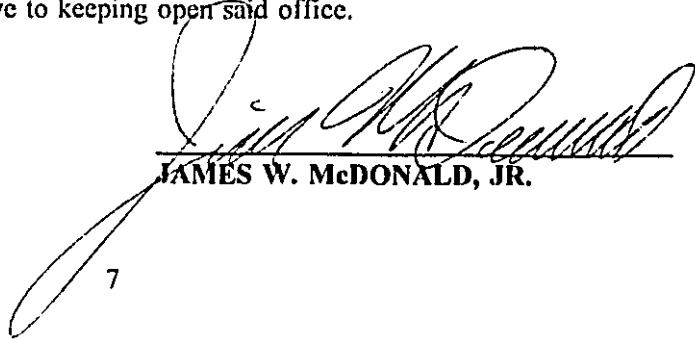
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95 JUN -2 11:11 PM '90
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First: That **SPIELMAN ENTERPRISES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 40310 Fisher Island Drive, Fisher Island, County of Dade, State of Florida, has named JAMES W. McDONALD, JR., McDonald & Associates, Attorneys at Law, Chartered, Community Plaza, Suite 306, 15600 SW 288 Street, Homestead, FL 33033, as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JAMES W. McDONALD, JR.