

995000043826

JOSHUA D. BASH, ESQ.

SUITE 304 AVI HEDRA CORPORATE CENTER  
20801 BEACON BL. BOULEVARD  
MIAMI, FLORIDA 33180-1422

JOSHUA D. BASH  
JACK M. BASH  
(1917-1982)

DADE 305-940-1200  
DADE 305-682-0400  
BROWARD 305-922-1400  
FAX 305-682-1800

May 26, 1995

Secretary of State  
Division of Corporations  
P.O.B. 6327  
Tallahassee, FL. 32314

SECRET  
U.S. GOVERNMENT PRINTING OFFICE  
1994 O-300-000

Re: Profit Engineering, Inc.

Dear Sir/Madam:

Enclosed please find my check in the sum of \$122.50 and an original and one copy of the Articles of Incorporation for the filing fee and a certified copy of the Articles of Incorporation for the above-named Corporation.

Please return a certified copy of the Articles of Incorporation to the undersigned.

Please call if you have any questions with regards hereto.

Thank you for your anticipated cooperation herein.

Very truly yours,  
*J.D. Bash*  
JOSHUA D. BASH, ESQ.

JDB/hs  
Enclosures

*6/17/95*  
*[Signature]*

ARTICLES OF INCORPORATION OF  
PROFIT ENGINEERING, INC.

The undersigned, acting as incorporators of a corporation pursuant to Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be PROFIT ENGINEERING, INC.

ARTICLE II

The corporation shall exist perpetually and for an indefinite period of time, commencing on the date of filing.

ARTICLE III

This corporation is authorized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida, including, but not limited:

1. To act as agent, broker or attorney in fact for any persons or corporations dealing in real property or personal property and to borrow, mortgage or raise money or other capital necessary to conduct the business of the corporation; and
2. To perform or cause to be performed all of the acts necessary to effect the corporate purpose, including the conduct of business outside the State of Florida, in the other states or possessions of the United States or in any foreign country.

ARTICLE IV

This corporation is authorized to issue one hundred (100) shares of FIVE (\$5.00) DOLLARS par value capital stock.

ARTICLE V

The amount of capital with which this corporation will begin business will be FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VI

The principal office of this corporation shall be at 3101 Port Royale Blvd., #237, Fort Lauderdale, FL. 33308.

ARTICLE VII

The street address of the initial registered office of this corporation is 3101 Port Royale Blvd., #237, Fort Lauderdale, FL. 33308 and the name of the initial registered agent at that address is J.L. EMERY.

#### ARTICLE VIII

The corporation shall have four directors initially. The number of directors may be either increased or decreased by the bylaws but shall never be less than two. The names and addresses of the initial directors of the corporation, who shall serve subject to these Articles, the by-laws and the corporation laws of the State of Florida and who shall hold office for the first year of corporate existence or until their successors are elected or have qualified are:

Miki Emery, Ellen Fraser, J.L. Emery and James D. Fraser, all located at 3101 Port Royale Blvd., #237, Fort Lauderdale, FL. 33308.

#### ARTICLE IX

The names and address of the subscribers and officers signing these articles are:

Miki Emery, President; Ellen Fraser, Vice-President, Secretary and Treasurer; J.L. Emery, Vice-President; and James D. Fraser, Vice-President, all at 3101 Port Royale Blvd., #237, Fort Lauderdale, FL. 33308.

#### ARTICLE X

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

#### ARTICLE XI

Shares of capital stock in this corporation shall be issued initially to the following persons and in the amounts set forth opposite their names:

50 shares, to Miki Emery and J.L. Emery, as JTWR0S; and

50 shares, to Ellen Fraser and James D. Fraser, as JTWR0S.

The proceeds of the stock subscribed for will be more than the amount necessary to begin business.

#### ARTICLE XII

Shares held by the initial shareholders listed above shall not be sold or otherwise transferred, encumbered, mortgaged or hypothecated unless such shares are first offered for sale to the remaining shareholders or the corporation. The price and terms of any such sale shall be determined by written agreement among all of the shareholders of the corporation.

In the event of any dispute among the shareholders, same shall be referred by any one of the officers and/or a majority of the shareholders for determination by arbitration, in accordance with the rules and regulations as may be in effect from time to time of the American Arbitration Association (AAA), which decision of AAA shall be binding upon the shareholders.

#### ARTICLE XIII

The corporation shall have the following rights and powers:

1. To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation shall be open to the inspection of shareholders; and no shareholder shall have the right of any corporate account book or document, unless conferred by statute or authorized by written agreement, shareholders or board of directors resolution.

2. The corporation may, in its by-laws, confer powers upon its board of directors, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by statute.

3. The corporation shall have the right to amend, alter, change or repeal any provisions contained in the articles in the manner now or hereafter prescribed by law and all rights granted to shareholders herein are granted subject to this reservation.

#### ARTICLE XIV

The shareholders may divide themselves into groups for the purpose of obtaining unit control in the corporation, and when any agreement is made between shareholders owning at least FIFTY ONE (51%) PER CENT of the stock then outstanding, said agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers of the corporation and the shareholders shall be permitted to include in the agreements made among themselves the following as valid matters of agreement:

1. The manner in which and the persons by whom the directors may be elected.

2. Any limitations upon the transferability and assignability of the stock.

3. The conferring of preemptive rights as a condition precedent to the sale of any stock.

4. The making of by-laws and rules for holding meetings and what constitutes a quorum therefor.

5. Any matters related to effectuating the purposes included in any of the foregoing matters.

Agreements between shareholders shall continue to bind the corporation until there is filed with the president and secretary of the corporation, in duplicate, a written instrument, signed by the parties to the agreement, or their legally constituted successors consenting to the revocation and cancellation of the agreements among the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed the foregoing Articles of Incorporation on this, the 25 day of May, 1995.

Miki Emery  
MIKI EMERY

Ellen M. Fraser  
ELLEN FRASER

J.L. Emery  
J.L. EMERY  
James D. Fraser  
JAMES D. FRASER

STATE OF FLORIDA  
SS:  
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State of Florida, personally appeared MIKI EMERY, J.L. EMERY, ELLEN FRASER and JAMES D. FRASER, under oath, to me well-known, or having produced the following identification FLA DRIVERS LICENSES and they acknowledged before me that they executed the foregoing Articles of Incorporation for the purposes set forth therein.

In witness whereof, I have hereunto set my hand and seal in the above County and State on this, the 25 day of May, 1995.

Judith Marszalek  
NOTARY PUBLIC  
JUDITH MARSZALEK  
PRINT  
CC 245765  
SERIAL NO.

My Commission Expires:  
12-10-96

OFFICIAL NOTARY SEAL  
JUDITH MARSZALEK  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC245765  
MY COMMISSION EXP. DEC. 10, 1996

CERTIFICATE RE: REGISTERED AGENT

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, IT IS SUBMITTED THAT PROFIT ENGINEERING, INC., DESIRING TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 3101 PORT ROYALE BLVD., #237, FORT LAUDERDALE, FL. 33308, IN THE COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED J.L. EMERY, LOCATED AT 3101 PORT ROYALE BLVD., #237, FORT LAUDERDALE, FL. 33308, IN THE COUNTY OF BROWARD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS ON ITS BEHALF WITHIN THE STATE OF FLORIDA.

BY: Miki Emery  
MIKI EMERY, PRES.

DATED: May 25, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

J.L. Emery  
REGISTERED AGENT

DATED: May 25, 1995

THESE ARTICLES PREPARED BY:

JOSHUA D. BASH, ESQ.  
Suite 304  
Aventura Corporate Center  
20801 Biscayne Boulevard  
Miami, Florida 33180-1422  
Dade: 305-682-0400/940-1200  
Broward: 305-922-1400  
Fax: 305-682-1800

JDB/hs

995 0000 43826

WALDMAN & FELUREN, P.A.

ATTORNEYS AT LAW

ONE FINANCIAL PLAZA • SUITE 1800

FORT LAUDERDALE, FLORIDA 33394

TELEPHONE (308) 467-6600

FACSIMILE (308) 467-6222

GLENN J. WALDMAN\*  
MARK S. FELUREN\*\*  
CRAIG J. TRIGOSOFF  
MOURA S. SHERON

\*ALSO ADMITTED IN COLORADO  
\*\*ALSO ADMITTED IN NEW YORK

MIAMI/DADE COUNTY OFFICE  
2301 COLLINS AVENUE  
SUITE M-14  
MIAMI BEACH, FLORIDA 33139

OF COUNSEL  
MARK H. HILDEBRANDT, P.A.

August 26, 1996

Division of Corporations  
Amendment Section  
Post Office Box 6327  
Tallahassee, Florida 32314

100001935761  
-08/29/96--01056--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amendment Section:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Profit Engineering, Inc.

Please file the Articles of Amendment as soon as possible.

Also enclosed is a check in the amount of \$35.00 representing the requisite filing fee. We have included a photocopy of the Articles of Amendment, kindly stamp and return a copy of the Articles of Amendment to the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Mark S. Feluren

MSF/rp  
Enclosures

96 OCT - 4 AM 11:43  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. HENDRICKS OCT - 8 1996

Amend.



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

September 5, 1996

**MARK FELUREN**  
**ONE FINANCIAL PLAZA**  
**SUITE 1500**  
**FT. LAUDERDALE, FL 33394**

**SUBJECT: PROFIT ENGINEERING, INC.**  
**Ref. Number: P95000043826**

We have received your document for PROFIT ENGINEERING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1996 annual report. The corporation must be reinstated before this document can be filed.

The total amount due to reinstate is \$375.00.

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) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 896A00041632





**P.E.9.**

Metal Furniture Restoration

5847 Dawson St.  
Hollywood, FL 33021

Phone 305-967-9080  
Fax 305-965-3999

9-29-96

Ms Hendricks,

If you need additional  
information please call me  
during the day at 1-800-533-5001  
ext 5538

Thank you,  
Miki Emery Pres

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
PROFIT ENGINEERING, INC.**

**FILED**  
96 OCT -7 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of Profit Engineering, Inc., a Florida corporation (the "Corporation"), for the purpose of amending the Articles of Incorporation, pursuant to Florida Statutes Section 607.1001, so as to change the name and address of the Corporation, change its registered office and to delete certain other articles thereof, do hereby certify as follows:

1. The name of the Corporation is Profit Engineering, Inc.
2. The Articles of Incorporation of the Corporation are hereby amended by:

(a) deleting ARTICLE I thereof in its entirety and by substituting in lieu thereof the following new ARTICLE I:

**"ARTICLE I**

The name of the corporation (hereinafter called the "Corporation") is Casual Re-Creations, Inc."

(b) Deleting ARTICLE VI thereof in its entirety and by substituting in lieu thereof the following ARTICLE VI;

**"ARTICLE VI**

The principal office of the corporation and its mailing address shall be 5647 Dawson Street, Hollywood, Florida 33023."

(c) Deleting ARTICLE VII in its entirety and by substituting in lieu thereof the following ARTICLE VII:

**"ARTICLE VII**

The street address of the registered office of the corporation shall be 5647 Dawson Street, Hollywood, Florida 33023

and the registered agent for the corporation at that address shall be J.L. Emery."

(d) Deleting ARTICLE VIII thereof in its entirety and substituting in lieu thereof the following ARTICLE VIII:

"ARTICLE VIII

The corporation shall have a Board of Directors consisting of not less than two members."

(e) ARTICLE XI, ARTICLE XII, ARTICLE XIII and ARTICLE XIV shall be deleted in their entireties.

3. The aforesaid Amendments were adopted on August 14, 1996, pursuant to a written statement and consent executed by all shareholders of the Corporation; therefore the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the Corporation, by the undersigned, has executed these Articles of Amendment to the Articles of Incorporation on the 23 day of August, 1996.

  
\_\_\_\_\_  
Miki Emery, President

  
\_\_\_\_\_  
J. L. Emery, Secretary

STATE OF FLORIDA        )  
                                  ) ss.  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 23  
day of August, 1996 by Miki Emery, President of Casual Re-  
Creations, Inc. (f/k/a/ Profit Engineering, Inc.), a Florida  
corporation, on behalf of the corporation. She is personally  
known to me or who has produced [ \_\_\_\_\_ ] as  
identification.

*Marilyn J. Rizzo*  
Signature of Notary Public

MARILYN J. RIZZO  
Print, Type, or Stamp Name of  
Notary Public

OFFICIAL NOTARY SEAL  
MARILYN J. RIZZO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC375234  
MY COMMISSION ENDS JUNE 2, 1998

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Casual Re-Creations, Inc. (f/k/a Profit Engineering, Inc.) at the place designated in the amended articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
\_\_\_\_\_  
J.L. Emery

Dated: August 21, 1996

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

DOCUMENT # P95000043826

Profit Engineering, Inc.

FILED  
96 OCT -7 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5647 Dawson Street  
Hollywood, Florida 33023  
name as mailing address

1. Date incorporated or qualified in the state of Florida

2. Date of application  
3. City and State  
4. Zip  
5. County

6. Fee  
7. Applied For  
8. State of Florida

9. Name and Address of Each Officer and Director (do NOT Use Post Office Box Numbers)  
P,T,D Miki Emery 5647 Dawson Street Hollywood, FL 33023  
VP,S,D J.L. Emery 5647 Dawson Street Hollywood, FL 33023

10. Name and Address of Current Registered Agent  
J.L. Emery  
5647 Dawson Street  
Hollywood, Florida 33023

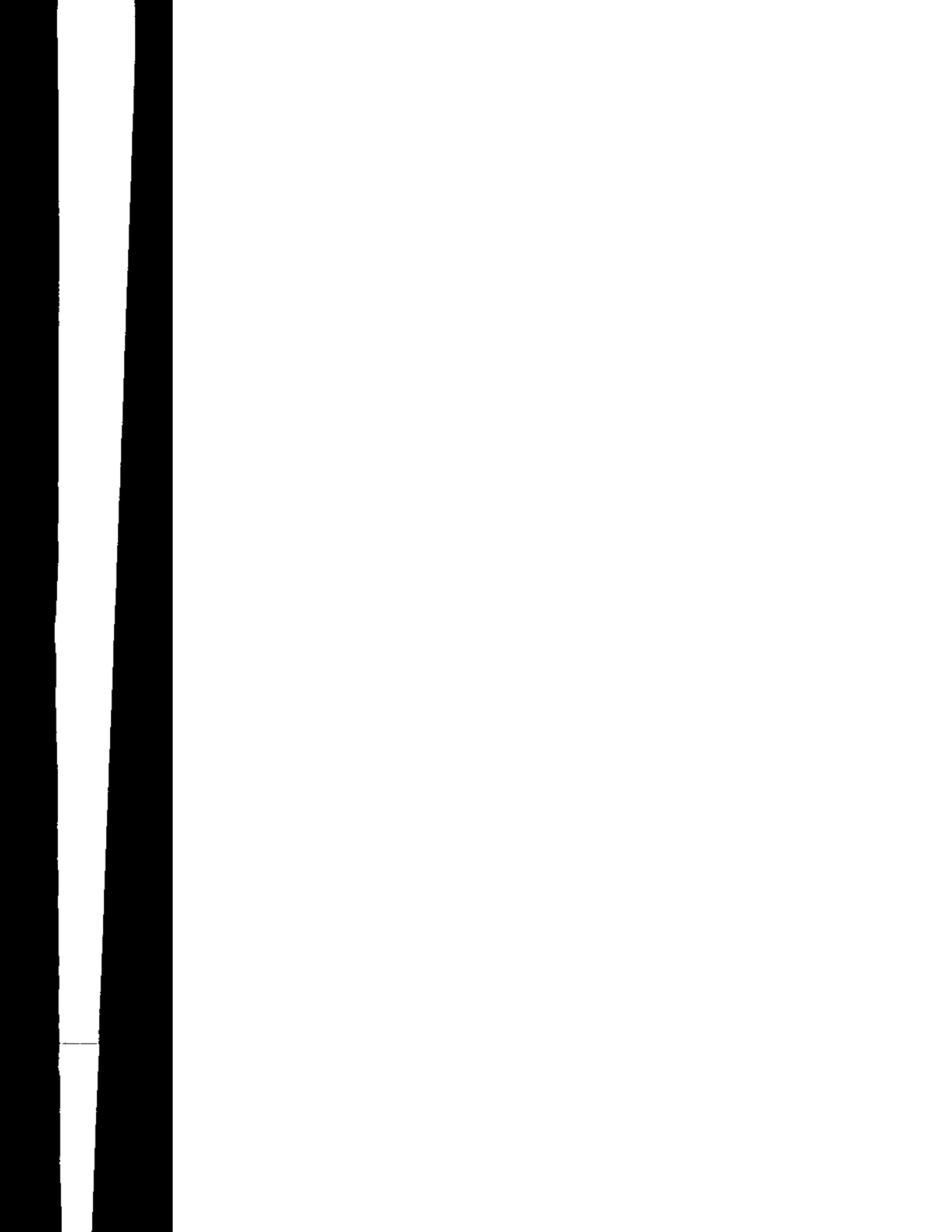
11. Name and Address of New Registered Agent  
100001972281  
-10/14/96-01004-004  
\*\*\*\*165.00 \*\*\*\*165.00

12. If this corporation is a non-profit with I.R.S. 501(c)(3) tax exempt status, check this box  (See other side for additional information)

13. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes  No  (See other side for information on intangible tax.)

14. Signature and typed name of signing officer or director  
J.L. Emery / J.L. EMERY  
09-28-96 954-967-9080  
Date Daytime Phone

CR02940 6/94





P95000043826

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

October 8, 1996

MARK FELUREN  
ONE FINANCIAL PLAZA  
SUITE 1800  
FT. LAUDERDALE, FL 33304

Re: Document Number P95000043826

The Articles of Amendment to the Articles of Incorporation of PROFIT ENGINEERING, INC. which changed its name to CASUAL RE-CREATIONS, INC., a Florida corporation, were filed on October 7, 1996.

Should you have any questions regarding this matter, please telephone (804) 487-8050, the Amendment Filing Section.

Nancy Hendricks  
Corporate Specialist  
Division of Corporations

Letter Number: 088A00045722

700002015407--9  
-11/27/96--01007--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Balance Due for Reinstatement*  
*35.00*

*MWB*  
*11-26-96*