

**P95000047585**  
**Sakowitz & Sakowitz FILED**

CHARTERED

95 JUN 13 PM 1:29

Theodore J. Sakowitz  
Alan B. Sakowitz

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 12, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700001517267  
-06/20/95--01048--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

700001517267  
-06/20/95--01048--002  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

**RE: HEATHER CORP**

*Heather Leigh Corp.*

Gentlemen:

Enclosed please find two checks. One check is for \$70.00 to file the enclosed Articles of Incorporation. The second check is for \$8.75 for a Certificate of Good Standing.

Please send the Certificate of Good Standing to us via our federal express account number 1827-0169-6.

If you have any questions with my request, please feel free to contact me.

Cordially yours,

*Miriam Caballero*

Miriam Caballero  
secretary for the firm

:mc

Enclosure

CAMIRIAM\LETTERS\HEATHER

*Olga Reyes gave authorization to change the name 6/19/95 DMK*

**ARTICLES OF INCORPORATION  
OF**

~~HEATHER CORP.~~

HEATHER LEIGH CORP.

**FILED**  
55 JUN 13 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of Incorporation, being a natural person and competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this Corporation is: HEATHER LEIGH CORP.

**ARTICLE II. PURPOSE**

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a Corporation organized under the Florida general Corporation law, as in effect from time to time.

**ARTICLE III. CAPITAL STOCK AUTHORIZED**

a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

**ARTICLE IV. DURATION**

The Corporation shall have perpetual existence.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and the principal place of business of this Corporation is:

ALAN SAKOWITZ  
Sakowitz & Sakowitz, Chartered  
1111 Kane Concourse, Suite 401  
Bay Harbor Islands, Florida 33154

and the name of the initial registered agent of this Corporation at that address is ALAN SAKOWITZ.

#### **ARTICLE VI. INCORPORATOR**

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

ALAN SAKOWITZ  
1111 Kane Concourse, Suite 401  
Bay Harbor Islands, FL 33154

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of members of the initial board of directors shall be One. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

ROBERT SAKOWITZ  
12841 South Calusa Club Drive  
Miami, Florida 33186

#### **ARTICLE VIII. INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the

corporate records.

#### **ARTICLE IX. INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify each officer, director, former officer and former director, against all expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding which they may be involved, by reason of them being or having been a director or officer of the Corporation, to the fullest extent permitted by law.

#### **ARTICLE XI. BYLAW AGREEMENT**

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors, and Stockholders provided that such amendment be in compliance with the laws of Florida.

#### **ARTICLE XII. PREEMPTIVE RIGHTS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized

and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

**FILED**

95 JUN 13 PM 1:30

**ARTICLE XIII. ACCEPTANCE OF REGISTERED AGENT**

STATE OF FLORIDA  
TAMPA, FLORIDA

The above named registered agent agrees to act in said capacity and to comply with the provisions of all statutes relative to the performance as a registered agent.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 12<sup>th</sup> day of June, 1995.

  
ALAN SAKOWITZ, Incorporator

  
ALAN SAKOWITZ, Registered Agent

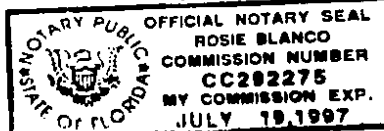
STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared ALAN SAKOWITZ to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 12<sup>th</sup> day of June, 1995.

  
NOTARY PUBLIC, State of Florida

GAMIRIAMCORP/HEATHER



**P95000047583**

**PAUL R. ALFIERI, P.A.**

Attorney and Counselor at Law

Commercial Transactions  
and Immigration Law

1100 Lee Wagener Boulevard  
Suite 327  
Ft. Lauderdale, Florida 33315

Tel: (305) 359-2788  
Fax: (305) 359-8355

August 21, 1995

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

Re: Gold Aviation Services, Inc.  
Filing of Articles of Amendment to Articles of Incorporation

Dear Sir or Madam:

700001569217  
-08/25/95--01011--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed please find the following:

1. Copy of the Waiver of Notice of Joint Meeting of the Share Holders and Board of Directors of Gold Aviation Services, Inc.
2. Copy of the Joint Resolution of the Share Holders and Board of Directors of Gold Aviation Services, Inc.
3. Original and one copy of the Articles of Amendment of Gold Aviation Services, Inc. amending Article IV titled Capital Stock to reflect a change of the common stock of the corporation to no par value and Article VII titled Initial Registered Agent and Office, amending the original Articles of Incorporation to reflect the current corporate address and new registered agent and address for the company.
4. Original and one copy of the certificate designating or changing place of business or domicile for the service of process within the state naming agent upon whom process may be served.

Also enclosed is a check in the amount of \$35.00 covering the filing the Articles of Amendment to the Articles of Incorporation of Gold Aviation Services, Inc. with your office.

VS AUG 29 1995

*Amend*  
*8/*  
*JB*

**Secretary of State**


August 21, 1995

Page 2

Please return a copy of the Articles of Amendment and Certificate designating or changing place of business or domicile for the service of process within this state, naming agent upon whom process may be served, marked filed to my office at your earlier convenience.

Thank you for your assistance in this matter.

Sincerely,

Sincerely,  
  
Paul R. Alfieri, Esq.

Paul R. Alfieri, Esq.

**PRA/ew**

**Encls.**

**Articles of Amendment**  
**of**  
**Gold Aviation Services, Inc.**

FILED  
SECRETARY OF STATE  
AUG 21 1995  
TALLAHASSEE, FLA.

The following articles of incorporation of the Corporation filed with the Secretary of the State of Florida on June 16, 1995 are hereby amended to read:

1. Article IV - Capital Stock. Shall be amended to reflect that the common stock of the Corporation shall have no par value.
2. Article VII - Initial Registered Agent and Office. Shall be amended to reflect the correct address of the corporation as:

Gold Aviation Services, Inc.  
1100 Lee Wagener Blvd.  
Suite 350  
Ft. Lauderdale, FL 33315

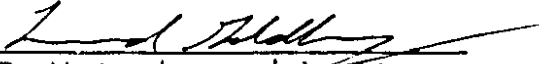
and the correct Registered Agent and address as:

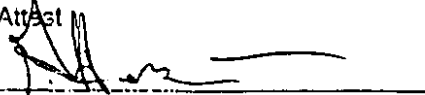
Paul R. Alfieri, Esq.  
1100 Lee Wagener Blvd.  
Suite 327  
Ft. Lauderdale, FL 33315

A certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served is attached.

The foregoing amendments were duly adopted and made effective at a joint meeting of the Stockholders and Board of Directors of the Corporation on 19 day of August, 1995.

In Witness Whereof, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 19 day of August, 1995.

  
\_\_\_\_\_  
President Leonard Goldberg

  
\_\_\_\_\_  
Secretary

(Corporate Seal)



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

---

In pursuance of **Chapter 48.091, Florida Statutes**, the following is submitted in compliance with said Act:

That **Gold Aviation Services, Inc.** having been organized under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at **1100 Lee Wagener Blvd., Suite 350, Ft. Lauderdale, FL 33318**, has named **Paul R. Alfieri, Esq.** its Registered Agent; and **1100 Lee Wagener Blvd., Suite 327, Ft. Lauderdale, FL 33315** as the place where service of process may be served within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service 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 provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Paul R. Alfieri, Registered Agent

COPY

**WAIVER OF NOTICE OF JOINT MEETING**  
**OF**  
**THE SHAREHOLDERS AND BOARD OF DIRECTORS**  
**OF**  
**GOLD AVIATION SERVICES, INC.**

The undersigned, all of the Shareholders and Directors of the above corporation hereby waive notice of the joint meeting of the Shareholders and Board of Directors of the corporation to be held on the 19 day of August, 1995 at 1100 Lee Wagener Boulevard, Suite 350, Fort Lauderdale, Florida 33315 at the corporation's place of business for the following purposes:

1. The election of new officers of the corporation; and
2. Discuss and ratify the amendment to the corporation's articles of incorporation; and
3. Discuss and ratify a shareholders agreement to be entered into between the corporation and all of the corporation's shareholders; and
4. Discuss and ratify the sale of shares of stock of the corporation to Jan and Maria

Wentink.

8/17/95

Date

  
Leonard Goldberg, Shareholder and Director

  
Gerald Harkins, Shareholder and Director

**COPY**

**JOINT RESOLUTION**  
**OF**  
**THE SHAREHOLDERS AND BOARD OF DIRECTORS**  
**OF**  
**GOLD AVIATION SERVICES, INC**

As permitted by law, at a joint meeting with waiver of notice having been provided by each party, the undersigned, being all of the Shareholders and Board of Directors of the above corporation, unanimously adopt the following corporate actions.

**BE IT RESOLVED**, that Leonard Goldberg is elected President and Treasurer of the Corporation and that Gerald Harkins is elected Vice President and Secretary of the Corporation; and

**BE IT FURTHER RESOLVED**, the articles of incorporation of the corporation be amended as reflected in the amended articles attached hereto as Exhibit "A" and that the President of the corporation be authorized to sign the amended articles filing the same with the State of Florida, Secretary of State, Division of Corporations and that the effectiveness of the forgoing amendment shall be and become effective upon the signing by the President; and

**BE IT FURTHER RESOLVED**, a shareholders agreement similar in form to the agreement attached hereto as Exhibit "B" be entered into by the Corporation and each of it's Shareholders; and

**BE IT FURTHER RESOLVED**, that the sale of shares of common stock of the Corporation to Jan and Maria Wentink is approved under the terms of the Purchase and Sale Agreement attached hereto as Exhibit "C." The Secretary of the Corporation is directed to immediately issue the appropriate stock certificate for 100 shares of common stock of the Corporation to Mr. and Mrs. Wentink subject to their signing and the restrictions set forth in the Shareholders Agreement; and


**BE IT FURTHER RESOLVED**, that pursuant to the corporate action taken in the forgoing resolutions the Corporation will redeem the existing stock certificates of each of the existing Shareholders and reissue new stock certificates for 450 shares of common stock of the Corporation to each of them resulting in the following stock ownership in the Corporation:

|                       |            |     |
|-----------------------|------------|-----|
| Leonard H. Goldberg   | 450 shares | 45% |
| Gerald Harkins        | 450 shares | 45% |
| Jan and Maria Wentink | 100 shares | 10% |

There being no further business before the meeting, the meeting was adjourned.


8/17/95  
Date

  
Leonard H. Goldberg, Shareholder and Director

  
Gerald Harkins, Shareholder and Director

**CERTIFICATION**

I hereby certify that the minutes set forth above reflect the action taken at the Joint Meeting of the Shareholders and Directors of Gold Aviation Services, Inc. on the 19 day of August 1995.

  
\_\_\_\_\_  
Secretary

SEAL

© 1995 BY THE SECRETARY AND BOARD OF DIRECTORS

