

P95000049276

RONALD M. CHAZAN
6566 LAS FLORES DRIVE
BOCA RATON, FLORIDA 33433

June 15, 1995

FILED

95 JUN 20 PM 2:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: H & R MARKETING OF SOUTH FLORIDA INC.

Dear Sir or Madam:

Enclosed in duplicate are the Articles of Incorporation of H & R MARKETING OF SOUTH FLORIDA INC. together with a check payable to the Florida Department of State in the amount of \$122.50 for the filing fee.

The certified copy of the articles should be sent to:

Sheldon M. London
9301 S.W. 94th Place
Miami, Florida 33176

Sincerely,


Ronald M. Chazan

Enc.

600001518406
-06/20/95--01122--015
****122.50 ****122.50

KK
6-23-95

ARTICLES OF INCORPORATION
OF
H & R MARKETING OF SOUTH FLORIDA INC.

FILED
95 JUN 20 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607 of the Laws of the State of Florida), hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is H & R MARKETING OF SOUTH FLORIDA INC.

The initial principal place of business of the corporation shall be 1879 Water Ridge Court, Fort Lauderdale, Florida 33326. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted now or in the future under the laws of the United States, the State of Florida, or any other state.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time is five hundred (500) shares of common capital stock having a par value of ten dollars (\$10.00) per share. Holders of common stock are entitled to vote on all matters required by law on the basis of one vote per share, and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to securities of the corporation.

ARTICLE IV TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE V INITIAL OFFICERS AND DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be changed from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and address of the initial directors of the corporation, who shall hold office for the first year of the corporation's existence or until a successor is elected or appointed, are:

Harvey Dorfman	1879 Water Ridge Court Fort Lauderdale, Florida 33326
----------------	--

Ronald M. Chazan	6566 Las Flores Drive Boca Raton, Florida 33433
------------------	--

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Ronald M. Chazan	6566 Las Flores Drive Boca Raton, Florida 33433
------------------	--

ARTICLE VII BYLAWS

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

ARTICLE VIII INDEMNIFICATION

To the fullest extent that limitations on the liability of directors and officers are permitted by Florida law, no director or officer of the corporation shall have any liability to the corporation or its stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. The corporation shall indemnify, to the fullest extent permitted by Florida law, any person who was or is a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts

paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, including any appeal, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action or proceeding had no reasonable cause to believe their conduct was unlawful.

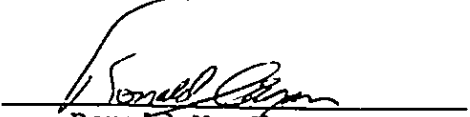
ARTICLE IX REGISTERED AGENT

The name and address of the initial registered agent and office of the corporation is:

Sheldon M. London

9301 S.W. 94th Place
Miami, Florida 33176

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on June 15, 1995.



Ronald M. Chazan

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Sheldon M. London, having been designated in the Articles of Incorporation for H & R Marketing of South Florida Inc. to be the registered agent at the place designated, accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes and agrees to comply with the provisions of Florida law relative to the proper and complete performance of the duties of a registered agent.

Sheldon M. London

Sheldon M. London,
Registered Agent

DATE: June 15, 1995

FILED
95 JUN 20 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA