

P95000055016

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

900001538689  
-07/17/95--01021--005  
\*\*\*1750.00 \*\*\*\*\*70.00

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

1. \_\_\_\_\_ (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/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
|                                | Foreign             |
|                                | Limited Partnership |
|                                | Reinstatement       |
|                                | Trademark           |
|                                | Other               |

FILED  
SECRETARY OF STATE  
ENCL OF CORPORATIONS

95 JUL 17 PM 2:58

YICKIE J. WHITFIELD

JUL 17 1995

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
GENOA HOLDINGS CORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

FILED  
SECRETARY OF STATE  
DIVISION OF CORP.  
95 JUL 17 PM 2:38  
FLA

ARTICLE 1 - NAME

The name of the Corporation is **GENOA HOLDINGS CORPORATION**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 4 - MAILING ADDRESS

The mailing address of this Corporation is Post Office Box 144479, Coral Gables, Florida 33114-4479.

ARTICLE 5 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

## ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock, each share having the par value of **ONE CENT (\$0.01)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



## ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

## ARTICLE 9 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

## ARTICLE 11 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## ARTICLE 12 - EFFECTIVE DATE

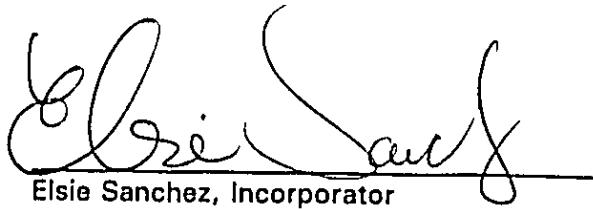
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14 July 1995.



Elsie Sanchez, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUL 17 PH 2:58

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:



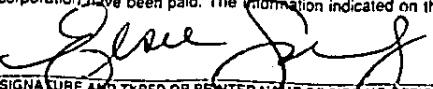
Lawrence J. Spiegel, President

AMERILAWYER



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MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

| <b>APPLICATION<br/>FOR<br/>REINSTATEMENT</b>   |                                      |  |         |  <b>FLORIDA DEPARTMENT OF STATE<br/>DIVISION OF CORPORATIONS</b>  |  | <b>APPROVED<br/>AND<br/>FILED</b> |  |
|--|--------------------------------------|--|---------|--|--|-----------------------------------|--|
| <b>DOCUMENT # P95000055016</b>   |                                      |  |         | <b>1996 DEC -9 PM 12: 24</b>   |  |                                   |  |
| Corporation Name<br><b>GENOA HOLDINGS CORPORATION</b>  |                                      |  |         | <b>SECRETARY OF STATE<br/>TALLAHASSEE, FLORIDA</b>   |  |                                   |  |
| Mailing Address<br><b>343 Almeria Avenue<br/>Coral Gables, FL 33134</b>  |                                      | Principal Place of Business<br><b>343 Almeria Avenue<br/>Coral Gables, FL 33134</b>                        |         |  |  |                                   |  |
| <small>If above addresses are incorrect in any way, line through incorrect information and enter correction below.</small>   |                                      |  |         |  |  |                                   |  |
| 2. New Mailing Address, If Applicable  |                                      | 3. New Principal Office Address, If Applicable   |         | <small>DO NOT WRITE IN THIS SPACE</small>  |  |                                   |  |
| Suite, Apt. #, etc.  |                                      | Suite, Apt. #, etc.  |         | 4. Date Incorporated or Qualified<br>To Do Business in Florida<br><b>7-17-95</b>   |  |                                   |  |
| City & State   |                                      | City & State   |         | 5. FEI Number<br><small>X</small> Applied For<br><small>X</small> Not Applicable   |  |                                   |  |
| Zip  | Country                              | Zip  | Country | 6. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/> \$8.75 <small>Additional Fee required for a Certificate of Status</small>  |  |                                   |  |
| 7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)  |                                      |  |         |  |  |                                   |  |
| Title(s)   | Name of Officers<br>and/or Directors | Street Address of Each<br>Officer and/or Director<br><small>3 (Do NOT Use Post Office Box Numbers)</small> |         | 4. City / State / Zip  |  |                                   |  |
| D  | Elsie Sanchez                        | 343 Almeria Avenue   |         | Coral Gables, FL 33134   |  |                                   |  |
|  |                                      |  |         |  |  |                                   |  |
|  |                                      |  |         | <b>000002025650--9</b><br><small>-12/11/95-01025-009</small><br><small>****375.00 ****375.00</small>   |  |                                   |  |
|  |                                      |  |         |  |  |                                   |  |
|  |                                      |  |         |  |  |                                   |  |
| 8. Name and Address of Current Registered Agent<br><b>AmeriLawyer, Chartered<br/>343 Almeria Avenue<br/>Coral Gables, Florida 33134</b>  |                                      |  |         | 9. Name and Address of New Registered Agent<br><small>Name</small><br><small>Street Address (P.O. Box Number Is Not Acceptable)</small><br><small>Suite, Apt. #, Etc.</small><br><small>City</small> |  |                                   |  |
|  |                                      |  |         | <small>State</small> <b>FL</b> <small>Zip Code</small>   |  |                                   |  |
| 10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.  |                                      |  |         |  |  |                                   |  |
| Signature of Registered Agent By: <b>AmeriLawyer, Chartered</b>  |                                      |  |         |  |  |                                   |  |
| Lawrence J. Spiegel, Pres. <b>REGISTERED AGENT MUST SIGN</b> Date <b>12-5-96</b>   |                                      |  |         |  |  |                                   |  |
| 11. If this corporation is a non-profit with I.R.S. 501(c)(3) tax exempt status, check this box <input type="checkbox"/> <small>(See other side for additional information.)</small>   |                                      |  |         |  |  |                                   |  |
| 12. Does this corporation pay any intangible tax to the State of Florida under S. 199.032, Florida Statutes. Yes <input type="checkbox"/> No <input type="checkbox"/> <small>(See other side for information on intangible tax.)</small>   |                                      |  |         |  |  |                                   |  |
| 13. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath. |                                      |  |         |  |  |                                   |  |
| SIGNATURE:    |                                      |  |         | 12-5-96 (305) 445-2700   |  |                                   |  |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR<br><b>Elsie Sanchez, Director</b>   |                                      |  |         | Daytime Phone # _____  |  |                                   |  |