

# P95000058263

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS  
1918-1998

PAUL H. ANTON  
1927-1981

MILTON S. BLANTZ  
ALAN B. COHN  
ANDY M. CUSTER  
MAURICE H. GARCIA  
GENE K. GLASSER  
STANLEY D. GOTTSCHEN  
SCOTT A. ORTH  
JENNIFER E. PRICE  
LEONARD ROBBINS  
KENNETH A. RUBIN  
REUBEN H. SCHNEIDER  
PETER R. SIEGEL  
JACK F. WEINS  
DAVID WEISMAN  
KAREN A. YOUNG

EDWARD S. RESNICK (RET.)

\* BOARD CERTIFIED TAX LAWYER  
\* BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER

0 BOARD CERTIFIED REAL ESTATE LAWYER

1 MEMBER OF D.C. BAR  
1 MEMBER OF N.Y. BAR  
1 MEMBER OF OHIO BAR

2021 TYLER STREET  
POST OFFICE BOX 229010  
HOLLYWOOD, FLORIDA 33022-0010

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2255 GLADEN ROAD  
BOCA RATON, FLORIDA 33431-7383

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(407) 994-2212  
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FAX: (407) 997-9494  
NORTH BROWARD (305) 428-9000  
MIAMI (305) 940-8440  
PALM BEACHES (407) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:

CBDEI-0001

July 18, 1995

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

400001548074  
-07/27/95--01079--009  
\*\*\*122.50 \*\*\*122.50

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

Re: C.B.D. Enterprises, Inc.

Dear Sir/Madam:

Enclosed for filing please find one original and one copy of the Articles of Incorporation for C.B.D. ENTERPRISES, INC. Also enclosed is a check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

Also enclosed is a duplicate of this letter; please date stamp it and return it in the envelope provided for your convenience.

Thank you for your prompt attention to this matter.

Sincerely yours,

GENE K. GLASSER

GKG:KAY:sap  
ENCS./118452/1

SHARON L. TALA

JUL 28 1995

cc: Mr. Craig A. Boyd  
Mr. Douglas Beard  
Mr. Burt Marshall

ARTICLES OF INCORPORATION  
OF  
C.B.D. ENTERPRISES, INC.

FILED  
JUL 27 1963  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and mailing address of this corporation are

C.B.D. ENTERPRISES, INC.  
26715 S.W. 157th Avenue  
Homestead, Florida 33031

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

DURATION

This corporation shall commence its corporate existence on the date of filing of these Articles of

Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

#### ARTICLE V

##### INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The mailing address of the initial business office of this corporation is 26715 S.W. 157th Avenue, Homestead, Florida 33031 and the name of the initial registered agent of this corporation is DOUGLAS BEARD whose address is 26715 S.W. 157th Avenue, Homestead, Florida 33031.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the director(s) of this corporation is/are:

CRAIG A. BOYD  
P.O. Box 430813  
Big Pine Key, Florida 33043

DOUGLAS BEARD  
P.O. Box 924654  
Homestead, Florida 33092

BURT MARSHALL  
P.O. Box 924  
Long Key, Florida 33001

The initial officer(s) of the corporation will be:

PRESIDENT	-	CRAIG A. BOYD
VICE-PRESIDENT	-	DOUGLAS BEARD
SECRETARY/ TREASURER	-	BURT MARSHALL

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

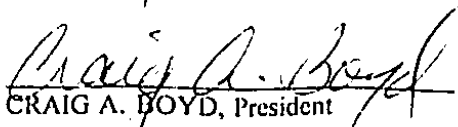
ARTICLE X


AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as incorporators, have executed these Articles of Incorporation this 12 day of July, 1995.

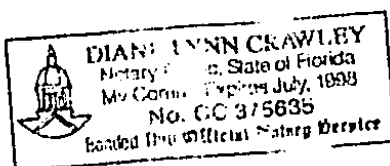
*Witnessed*  
*at the State of*

  
CRAIG A. BOYD, President

  
DOUGLAS BEARD, Vice-President

  
BURT MARSHALL, Secretary/  
Treasurer

*L. Lynn Crawley*



STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 12 day of July, 1995,  
by CRAIG A. BOYD, who produced a Driver's License as identification or is personally known to me  
and who did not take an oath.

*Craig A. Boyd*

*Diane Lynn Crawley*  
Notary Public, State of Florida

*Diane Lynn Crawley*  
PRINTED NAME OF NOTARY PUBLIC

My Commission Expires



STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14 day of July, 1995,  
by DOUGLAS BEARD, who produced a Driver's License as identification or is personally known to me  
and who did not take an oath.

*Douglas A. Beard*

*Diane Lynn Crawley*  
Notary Public, State of Florida

OFFICIAL NOTARY SEAL  
MARIA B VIVIER  
NOTARY PUBLIC STATE OF FLORIDA  
PRINTED NAME OF NOTARY PUBLIC  
COMMISSION NO. CC167499  
MY COMMISSION EXP. JAN. 4, 1996

My Commission Expires

STATE OF FLORIDA

COUNTY OF BROWARD

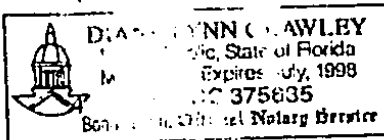
The foregoing instrument was acknowledged before me this 12 day of July, 1995,  
by BURT MARSHALL, who produced a Driver's License as identification or is personally known to me  
and who did not take an oath.

*Burt Marshall*

*Diane Lynn Crawley*  
Notary Public, State of Florida

*Diane Lynn Crawley*  
PRINTED NAME OF NOTARY PUBLIC

My Commission Expires



CERTIFICATE DESIGNATING 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:

First--That C.B.D. 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 the City of Homestead, County of Dade, State of Florida, has named DOUGLAS BEARD, 26715 S.W. 157th Avenue, Homestead, Florida 33031, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

  
DOUGLAS BEARD

FILED  
95 JUL 27 11:00 AM  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA