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STATE OF FLORIDA

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409 EAST GAINES STREET

MIAMI FL 33136-

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TALLAHASSEE, FL 32399

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: E & B BUILDERS, INC.

FAX AUDIT NUMBER: H95000008283

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TO

JAN-16-1900 11:25 FROM



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 27, 1995

EMPIRE

MIAMI, FL

SUBJECT: E & B BUILDERS, INC.  
REF: W95000015159

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6931.

Steven Godfrey  
Corporate Specialist

FAX Aud. #: H95000008283  
Letter Number: 395A00035776

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

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ARTICLES OF INCORPORATION

OF

E & B BUILDERS, INC.

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ARTICLE I.

NAME

The name of this corporation is "E & B BUILDERS, INC." The principle place of business of this corporation shall be 7130 West 20th Avenue, Suite 302, Hialeah, Florida 33016.

ARTICLE II.

PURPOSE

This corporation is organized for the purpose of transacting any or all other lawful businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III.

COMMENCEMENT

This corporation will not commence business as a corporation until the charter has been issued. Furthermore, it will not commence until such time its stock is both subscribed to and paid for by its shareholders.

ARTICLE IV.

CAPITAL

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

This instrument prepared by:  
Marcia L. Miller  
Financial Horizons, Inc.  
13903 NW 67th Ave, Miami Lakes, Fl  
(305) 362-9495

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ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent is Philip W. Epstein,  
9610 NW 60 Drive, Parkland, Florida 33076.

ARTICLE VII.

INCORPORATOR

The name and address of the person signing these articles is

NAME:

Philip W. Epstein

ADDRESS:

9610 NW 60 Drive  
Parkland, Fl 33076

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) 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 names and addresses of the initial directors of this corporation are:

NAME:

Philip W. Epstein

Milton Epstein

Oscar M. Blanco Jr.

Oscar M. Blanco III

ADDRESS:

9610 NW 60 Drive  
Parkland, Fl 33076

7905 Chula Vista Crescent  
Boca Raton, Fl 33433

932 SW 136 Place  
Miami, Fl 33184

932 SW 136 Place  
Miami, Fl 33184

ARTICLE IX.

BY-LAWS

The power to adopt, alter amend or repeal By-Laws shall be vested in the Board of Directors.

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## ARTICLE X

### RESTRICTIONS ON TRANSFER OF STOCK

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

<u>Name</u>	Philip W. Epstein	300 Shares
	Milton Epstein	200 Shares
	Oscar M. Blanco Jr.	300 Shares
	Oscar M. Blanco III	200 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

## ARTICLE XI.

### MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of, the Directors of this corporation.

## ARTICLE XII.

### POWERS

This corporation shall have the corporate powers:

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

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- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to, and use its credit to assist its officers and employees in accordance with 607.141.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (l) To make and alter By-Laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

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- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- (o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE XIII.

##### DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation need not be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XIV.

##### DIRECTORS QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

##### SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### ARTICLE XVI.

##### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

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ARTICLE XVII.

RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled under the Florida General Corporation Act.

ARTICLE XVIII.

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX.

ACTION BY DIRECTING WITHOUT A MEETING

The Directors of this corporation may take action by written consent as provided by law.

ARTICLE XX.

ELECTION OF DIRECTORS AND FILLING OF VACANCIES

The directors of this corporation shall be chosen at the annual meeting of the stockholders. Vacancies in the Board of Directors shall be filled by the directors remaining in office until the next annual meeting of the stockholders.

ARTICLE XXI.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XXII.

AMENDMENT

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

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ARTICLE XXIII.

CALLING OF SPECIAL MEETINGS.

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

ARTICLE XXIV.

REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXV.

TRANSACTIONS BETWEEN STOCKHOLDERS AND ITS DIRECTORS

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XXVI.

SECTION 1244

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation by receive the benefits thereunder.

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In pursuance of Chapter 607.36 Florida Statutes, the following is submitted, in compliance with said Act:

First - That E & B BUILDERS, INC.  
desiring to organize under the laws of the State of Florida, with its  
principal office, as indicated in the articles of incorporation in the City of  
Hialeah, County of Dade, State of FLORIDA,  
has named Philip W. Epstein,  
located at 9610 N.W. 60 Drive,  
City of Parkland, County of Broward,  
State of Florida, as its agent to accept service of process within this state.

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.

Byt

Registered Agent

INCORPORATOR

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