

P95000061222

Evett L. Simmons
Lynn D. Solomon
M. Dianne Misiak
Patrick A. Pinkney
Donna M. Douglas
(Of Counsel)
Pam E. Booker
(Law Clerk)

Law Offices of
SIMMONS & SOLOMON

Fountain Plaza
10020 S. Federal Highway
Port St. Lucie, Florida 34952
Telephone: (407) 337-3330
Facsimile: (407) 337-3332

Via Airborne Express - Overnight Delivery

7077 Bonneval Road, Suite 200
Jacksonville, FL 32216
Telephone: (800) 771-5297

299 Broadway, Suite 420
New York, New York 10007
Telephone: (212) 385-4840
Facsimile: (212) 385-4844

July 26, 1995

PLEASE REPLY TO:

300001547353
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*****122.50 *****122.50

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

In Re: Afri-Florida, Ltd., a Limited Liability Company

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

SIMMONS & SOLOMON

Evett L. Simmons
Evett L. Simmons, Esquire
For the Firm

ELS/dd

Enclosures

W95-15279
Top 1 last page
handles as: Afri-Florida, Ltd. a Limited Liability Company

Name as
Afri-Florida, Ltd.

00789, 00506, 00509, 00671
called Evett L. Simmons
Unit - a Limited Liability Company

RECEIVED
TALLAHASSEE, FLORIDA

95 AUG - 8 PM 4:16

FILED





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 31, 1995

EVETT L. SIMMONS, ESQ.
10020 S. FEDERAL HWY.
PORT ST. LUCIE, FL 34952

SUBJECT: AFRI-FLORIDA, LTD.
Ref. Number: W95000015279

We have received your document for AFRI-FLORIDA, LTD. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The corporate name must be identical throughout the document.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 595A00036015

Evet L. Simmons
E. D. Solomon
M. Dianne Misiak
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299 Broadway, Suite 420
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Facsimile: (212) 385-4844

Via Airborne Express - Overnight Delivery

PLEASE REPLY TO:

August 7, 1995

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

In Re: Afri-Florida, Ltd., Inc., a Limited Liability Company

Dear Sir/Madam:

Pursuant to your letter of July 31, 1995, enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

SIMMONS & SOLOMON

Evet L. Simmons
Evet L. Simmons, Esquire
For the Firm

ELS/dd

Enclosures



**ARTICLES OF INCORPORATION
OF
AFRI-FLORIDA, LTD., INC.,**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, acting as Incorporator for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be Afri-Florida, Ltd., Inc. The principal office of this Corporation shall be Unity One at St. Lucie West, 145 NW Central Park Plaza, Port St. Lucie, FL 34986. The mailing address of this Corporation shall be Post Office Box 7817, Port St. Lucie, FL 34985.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in any activities or business permitted under the laws of the United States and Florida, including business and property development.

B. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render such services in the State of Florida.

III

Capital Stock

A. This Corporation is authorized to issue ten million (10,000,000) shares of \$1.00 par common stock, which shall be the voting stock.

B. This Corporation is authorized to issue one million (1,000,000) shares of \$10.00 par non-voting common stock.

IV

Pre-Emptive Rights

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares a shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice from the Corporation stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

V

Duration

The Corporation shall have perpetual existence.

VI

Registered Agent

The address of this Corporation's initial registered office is 145 NW Central Park Plaza, Port St. Lucie, Florida 34986, and the name of its initial Registered Agent at said address is Evett L. Simmons.

VII

Incorporator

The name and address of the Incorporator are as follows:

Evett L. Simmons
2061 SE Erwin Road
Port St. Lucie, FL 34952

VIII

Board of Directors

The Corporation shall initially have a Board of Directors consisting of one (1) person. 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 (1). The name and address of the initial Director of this Corporation are:

Evett L. Simmons
2061 SE Erwin Road
Port St. Lucie, FL 34952

IX

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.

X

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.

XI

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of July 1995.

By: 
EVETT L. SIMMONS

State of Florida
County of St. Lucie

The Foregoing Instrument was acknowledged before me this 24th day of July 1995, by EVETT L. SIMMONS, who is personally known to me, and who is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 24th day of July 1995.


NOTARY PUBLIC-State of Florida

My commission expires:



**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES 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 **AFRI-FLORIDA, LTD., INC.** has named **EVETT L. SIMMONS** as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


EVETT L. SIMMONS

05\AFRI-FLA\ARTICLES.

FILED
95 AUG - 8 PM 4:16
TALLAHASSEE, FLORIDA

P95000061222

SIMMONS, SOLOMON, DREYER & MANCINI

ATTORNEYS AT LAW

UNITY ONE AT ST. LUCIE WEST
145 N.W. CENTRAL PARK PLAZA, SUITE 200
PORT ST. LUCIE, FLORIDA 34986

TELEPHONE (407) 340-7781 • FACSIMILE (407) 340-0804

EVETT L. SIMMONS, P.A.
LYNN D. SOLOMON
GREEN S. DREYER*

D. ELIZABETH WILLIAMS
LEGAL ADMINISTRATOR

* ALSO ADMITTED TO OHIO BAR

JOSEPH J. MANCINI, P.A. **
PADRICK A. PINKNEY
PAM E. BOOKER

DONNA DOUGLAS
OF COUNSEL

April 10, 1996

**ALSO ADMITTED TO KENTUCKY BAR
100001782011
-04/16/96--01058--013
*****35.00 *****35.00

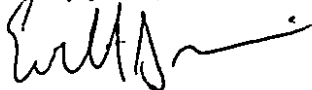
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

In Re: Afri-Florida, Ltd., Inc., a Limited Liability Company

Dear Sir/Madam:

Enclosed please find Articles of Dissolution pursuant to Florida Statutes §607.1401, together with a check in the amount of \$35.00 for filing same. Should you have any questions, or require additional information, do not hesitate to contact me. Thank you very much. I am

Sincerely yours,



Evett L. Simmons

ELS/dd

Enclosures

SH 4/18
Vol. Diss.

RECEIVED
DIVISION OF STATE
CORPORATIONS
96 APR 15 AM 8:35

AFFILIATED OFFICES:

789 SOUTH FEDERAL HIGHWAY, SUITE 207 • STUART, FL 34994 • (800) 771-5297
299 BROADWAY, SUITE 420 • NEW YORK, NY 10007 • (212) 385-4840 • FAX (212) 385-4844

Articles of Dissolution
(For Profit; No Business Commenced; No Stocks Issued)

Pursuant to Florida Statutes §607.1401, this Corporation submits the following Articles of Dissolution:

- FIRST:** The name of the Corporation is: **AFRI-FLORIDA, LTD., INC.**
- SECOND:** The date of issuance of its Articles of Incorporation is August 8, 1995.
- THIRD:** None of the Corporation's shares have been issued and the Corporation has not commenced business.
- FOURTH:** No debt of the Corporation remains unpaid.
- FIFTH:** A majority of the incorporators and/or directors authorized the dissolution.

Signed this 16th day of April 1996.

By: _____

Evet L. Simmons

As Director and Incorporator
of Afri-Florida, Ltd., Inc.

56 APR 15 AM 8:35

SECRETARY OF STATE
DIVISION OF CORPORATIONS