

P95000065065

SCIARRETTA & SCHNER, P.A.

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

95/0321 11 11 11

LARRY E. SCHNER
KARIN M. SCIARRETTA
SIVINA A. SCIARRETTA
LL.M. IN TAXATION

ONE LINCOLN PLACE
1900 Glades Road, Suite 355
Boca Raton, Florida 33431
TELEPHONE: (407) 368-6266
TOLL FREE: (800) 545-8454
TELEFAX: (407) 368-8502

Business and Taxation Planning
Civil and Commercial Litigation
Condominium and Homeowners Assoc.
Probate Administration
Trusts and Estate Planning

August 16, 1995

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

80000154544E
-08/21/95--01043--017
****122.50 ****122.50

RE: NICHOLAS & MICHAEL, INC.

Dear Sir/Madam:

Enclosed you will find a check in the amount \$122.50 as payment for all initial fees due in order to create and certify the above referenced corporation.

Also, enclosed you will find one original and one photocopy of the fully executed of Articles of Incorporation for NICHOLAS & MICHAEL, INC..

Please return a certified copy of the Articles of Incorporation, once filed, to me at our address set forth above. A pre-paid Federal Express return envelope has been enclosed for your convenience.

Should you have any further questions or comments as regards this matter, please do not hesitate to contact me at my toll-free telephone number 1-800-545-8454.

Sincerely,

SCIARRETTA & SCHNER, P.A.

STEVEN A. SCIARRETTA, ESQ.

SAS:mn

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is NICHOLAS & MICHAEL, INC. (S)

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1900 Glades Road
Suite 355
Boca Raton, Florida 33431

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 of no par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1900 Glades Road, Suite 355, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Steven A. Sciarretta, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation. The name and address of the initial Director is:

Steven A. Sciarretta, Esquire
1900 Glades Road
Suite 355
Boca Raton, Florida 33431

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Steven A. Sciarretta, Esquire
1900 Glades Road
Suite 355
Boca Raton, FL 33431

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated this ____ day of _____, 19__.

Sciarretta & Schner, P.A.

By: Steven A. Sciarretta, Esquire,
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Steven A. Sciarretta, Esquire, desiring to organize or qualify under the laws of the State of Florida, has named Steven A. Sciarretta, Esquire, located at 1900 Glades Road, Suite 355, Boca Raton, Florida 33431, as its agent to accept service of process within Florida.

Dated this 14 day of April, 1977.

Steven A. Sciarretta, Esquire
Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 14 day of April, 1977.

Steven A. Sciarretta, Esquire

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STEVEN A. SCIARRETTA, P.A.

ATTORNEYS AT LAW

KAREN M. SCIARRETTA
STEVEN A. SCIARRETTA
LL.M. IN TAXATION

GLADES TWIN PLAZA
2306 Glades Road, Suite 302E
Boca Raton, Florida 33431
TELEPHONE: (407) 368-7978
TOLL FREE: (800) 545-8454
TELEFAX: (407) 368-8502

Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

January 25, 1996

Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399-0250

RECEIVED

RE: NICHOLAS & MICHAEL

Dear Sir/Madam:

Enclosed please find for filing an Amendment to the Articles of Incorporation of the above referenced Florida corporation. Also enclosed you will find the necessary filing fee of \$35.00.

Please be so kind as to datestamp and return the enclosed copy of these Articles of Amendment, in the enclosed self addressed, stamped envelope.

Should you have any questions, please feel free to contact me.

Sincerely,

Karen Sciarretta
Karen Sciarretta

KMS\pd
enclos: 2

95 FEB 19 AM 10:49
DIVISION OF REVENUE

TLL FEB 19 1996

STEVEN A. SCIARRETTA, P.A.

ATTORNEYS AT LAW

KAREN M. SCIARRETTA
STEVEN A. SCIARRETTA
J.D. M. IN TAXATION

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Boca Raton, Florida 33431
TELEPHONE (407) 368 7978
TOLL FREE (800) 545 8454
TELEFAX (407) 368 8502

Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

February 14, 1996

Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314
Attn: Thelma Lewis

RE: Nicholas & Michael

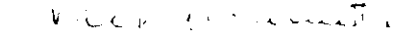
Dear Thelma:

Enclosed please find the corrected Articles of Amendment for the above referenced corporation.

Should you have any further questions, please contact me.

Thank you

Sincerely,


Karen M. Sciarretta

KMS\pd
enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1996

KAREN SCJARRETTA, ESQ
GLADES TWIN PLAZA
1900 GLADES ROAD, SUITE 302E
BOCA RATON, FL 33431

SUBJECT: NICHOLAS & MICHAEL, INC
Ref. Number: P95000065065

We have received your document for NICHOLAS & MICHAEL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the only person listed in the original Articles of Incorporation was Steven A. Sciarretta, as incorporator, director and registered agent. Therefore, the amendment needs to be corrected, since Daniel Katz was not listed in the original Articles of Incorporation.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 896A00004942

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NICHOLAS & MICHAEL, INC.

RECEIVED
DIRECTOR
95 FEB 19 AM 10:49

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted:

- (1) Enrico J. Giordano is hereby elected to the positions of Chairman, President, Vice President, Secretary and Chairman.
- (2) The mailing address of the corporation shall be: P.O. Box 1565, Pompano Beach, Florida 33060.
- (3) The Registered Agent for service of process of the corporation shall remain Steven A. Scharretta, Esquire. The address of Steven A. Scharretta, Esquire has been changed to 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

SECOND: The date of each amendment's adoption shall be January 12, 1996.

THIRD: Adoption of Amendment(s):

The amendments were adopted by the board of directors with the approval of all shareholder in agreement to each said amendment.

Signed this 12th day of January, 1996

Signature Enrico J. Giordano
Enrico J. Giordano, President