

P95000068833

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1 800 342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No \_\_\_\_\_ Express Mail No \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

SEP - 7 1995

RE: Cousins Club Corp  
3357-7

C.C. FEE. DISBURSED

☒ Capital Express™  
☒ Art of Inc File  
☐ Corp Record Search  
☐ Ltd Partnership File  
☒ Foreign Corp File  
☐ ( ) Cert Copy(s)  
☐ Art of Amend File  
☐ Dissolution/Withdrawal  
☐ C U S  
☐ Fictitious Name File  
☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg Agent Service  
☐ Document Filing  
☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval  
☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No's. Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prep  
☐ FAX ( ) pgs

700000578257  
 09/07/95-01029-003  
 \*\*\*\*122.50 \*\*\*\*122.50

**SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY P124

WALK-IN Will Pick Up 97 1100

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum

THANK YOU  
 from  
 Your Capital Connection

**J. DANIEL BREDE**

Professional Association  
Attorney at Law

Suite 201, East Building  
1900 Corporate Blvd., N.W.  
Boca Raton, FL 33431

(407) 241-8996

FAX (407) 241-7859

September 6, 1995

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

Re: COUSINS CLUB CORP.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the captioned corporation. Also enclosed is a check in the amount of \$122.50 to cover fees as follows:

Filing fee	\$ 35.00
Resident agent fee	35.00
Certified copy	<u>52.50</u>
	\$ 122.50

Please direct the certified copy of the Articles and any questions to the undersigned at the above address.

Sincerely yours,

  
J. DANIEL BREDE

JDB/nab  
Enclosures  
cc: Mr. Simon R. Mandell

ARTICLES OF INCORPORATION

5557-47-1000-00

OF

COUSINS CLUB CORP.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

ARTICLE I

The name of this corporation is COUSINS CLUB CORP.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 6921 S. Grande Drive, Boca Raton, Florida 33433. The name of the corporation's initial registered agent is Simon R. Mandell.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director of this corporation is:

Name

Address

SIMON R. MANDELL

6921 S. Grande Drive  
Boca Raton, Florida 33433

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Simon R. Mandell, 6921 S. Grande Drive, Boca Raton, Florida 33433.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

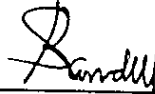
ARTICLE IX

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE X

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 6th day of September, 1995.

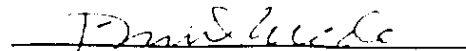


SIMON R. MANDELL, Incorporator

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared SIMON R. MANDELL, known to me to be the person described in and who executed the foregoing Articles of Incorporation of MAHARG NECEP, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 6th day of September, 1995.

  
Notary Public  
My Commission Expires:

OFFICIAL SEAL  
J. DANIEL BREDE  
My Commission Expires  
Oct. 24, 1996  
Comm. No CC 231433

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE 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 COUSINS CLUB CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named SIMON R. MANDELL as the person upon whom process may be served at the following address:

6921 S. Grande Drive  
Boca Raton, Florida 33433

ACKNOWLEDGMENT:

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 and agree to comply with the provisions of said Act relative to keeping open said office.



SIMON R. MANDELL