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 FAX: (305) 541-3770

((H96000000178)))  
 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 NAME: JINEEN ENTERPRISES INC.  
 FAX AUDIT NUMBER: H96000000178  
 DATE REQUESTED: 01/04/1996  
 CERTIFIED COPIES: 0  
 NUMBER OF PAGES: 4  
 ESTIMATED CHARGE: \$70.00

CURRENT STATUS: REQUESTED  
 TIME REQUESTED: 10:58:16  
 CERTIFICATE OF STATUS: 0  
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 96 JAN -4 PH 1:35  
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 TALLAHASSEE, FLORIDA

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 96 JAN -4 AM 11:55  
 DIVISION OF CORPORATIONS

H9600000178

**ARTICLES OF INCORPORATION**

**OF**

JINEEN ENTERPRISES INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: JINEEN ENTERPRISES INC.

The principal place of business of this corporation shall be:  
7606 N.W 17th Ave., Miami FL 33147

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**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any of all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is 500 @ \$1.00 authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00(ONE DOLLAR)

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

H9600000178

Jose Nae, 3899 NW 7th ST., Suite 203 Miami, FL 33126 Phone (305) 541-3980

H96000000178

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

KHALED M. ZAYED, PRESIDENT

7606 N.W 17th Ave., Miami Fl 33147

**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

KHALED M. ZAYED

7606 N.W 17th Ave., Miami Fl 33147

**IN WITNESS WHEREOF**, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 5 day of January, 1996

Signature(s) of Incorporator(s)

*Khaled M. Zayed*

\_\_\_\_\_

\_\_\_\_\_

Jose Nae, 3899 NW 7th ST., Suite 203 Miami, FL 33126 Phone (305) 541-3980

H96000000178

H9600000178

### CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: JINEEN ENTERPRISES INC.

2. The name and address of the registered agent and office is:

KHALED M. ZAYED

7606 N.W 17th Ave

(P.O. BOX NOT ACCEPTABLE)

Miami Fl 33147

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE *[Signature]*  
(Corporate Officer)

TITLE President

DATE January 3, 1996

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *[Signature]*  
(Registered Agent)

DATE January 3, 1996

Jose Nee, 3899 NW 7th ST., Suite 203 Miami, FL 33126 Phone (305) 541-3980

H9600000178

SRC L-2480

ARNOLD S. GOLDSTEIN & ASSOCIATES, P.A.

A PROFESSIONAL LAW CORPORATION

394 B. MILITARY TRAIL  
DEERFIELD BEACH, FLORIDA 33442-0007

TEL (884) 420-0000 • FAX (884) 000-0007

P9600006101 /

July 16, 1996

Secretary of State  
Business Filing Division  
409 E. Gaines St.  
Tallahassee, Fl 32399

700001897187  
-07717295--01103--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed is a check for \$70.00 to cover the filing fees for the following corporation.

GALLOWAY CAPITAL, INC.

Please return completed forms to the address above.

Sincerely,

*Beverly Sanders*  
Beverly Sanders  
Manager

7-18-96  
15  
6/2 WRB-14989

INTERNATIONAL OFFICES:

BOSTON • NEW YORK • CHICAGO • BEVERLY HILLS • LONDON • ZURICH



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

July 18, 1996

BEVERLY SANDERS  
384 SO. MILITARY TRAIL  
DEERFIELD BEACH, FL 33442-3007

SUBJECT: GALLOWAY CAPITAL, INC.  
Ref. Number: W96000014989

We have received your document for GALLOWAY CAPITAL, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent 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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 796A00034787

**ARTICLES OF INCORPORATION  
OF  
GALLOWAY CAPITAL, INC.**

FILED  
96 JUL 19 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of **GALLOWAY CAPITAL, INC.** under Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is: **GALLOWAY CAPITAL, INC.**

**ARTICLE II: COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III: PURPOSE**

This corporation may engage in any activity or business permitted under the law of United States and Florida.

**ARTICLE IV: AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be in whole or part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

R.T.H.

ARTICLE V: REGISTERED OFFICE AND AGENT  
AND PRINCIPAL PLACE OF BUSINESS

The street address of the registered office/principal place of business of the corporation is  
384 S. Military Trail, Deerfield Beach, Fl 33442  
, and the name of the corporation's initial registered  
agent at that address is Beverly Sanders

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The corporation shall have (1) one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial incorporator and initial director(s) are:

Lloyd T. Haig  
384 S. Military Trail,  
Deerfield Beach, Fl 33442

The incorporator of the corporation assigns to this Corporation the incorporator's rights under Section 607.161, Florida Statutes, to constitute a corporation, and the incorporator assigns to those persons designated by the Board of Directors any rights the incorporator may have to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLES VII: DIRECTORS

1. The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist from one member and not more than eleven members. A majority of the first Board of Directors name below shall have the power to approve and adopt the Bylaws of this Corporation until their successors are elected or appointed.
2. The qualifications, time and place of election and term of office of each Director shall be provided for in the Bylaws of the Corporation.
3. The officers of this Corporation may consist of a President, Vice President, Secretary and Treasurer, and such other officers and agent as may be provided for by the Bylaws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.



#### ARTICLE VIII: INDEMNIFICATION OF DIRECTORS

1. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of this being or having a Director or any officer of the Corporation, or Director of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by the Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct, in the performance of the Director's duty to the Corporation.

2. The Corporation shall indemnify any Director made party to any action, suit or proceeding other than one by or in the Director's right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director in the Director's capacity as Director or an officer of the Corporation, or officer of any other corporation which the Director or officer served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorney's fees actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suite or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that the Director had reasonable ground for belief that such action was lawful.

#### ARTICLE IX: DIRECTORS' LIABILITY

No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions

or in the manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and save the Director harmless.

#### ARTICLE X: REIMBURSEMENT OF DIRECTORS

If a legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceedings, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

#### ARTICLE XI: BYLAWS

The power to adopt, alter, amend or repeal Bylaws be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders specifically provided that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XII: AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval by the Board of Directors. Thereafter, every

amendment shall be approved at a shareholder's meeting by the unanimous vote of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of July, 1996

X Lloyd J. Henry

STATE OF FLORIDA  
COUNTY OF }

FILED  
96 JUL 19 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On \_\_\_\_\_ before me,  
personally appeared

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature \_\_\_\_\_

(Seal)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the foregoing Articles of Incorporation, I hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of the registered agent.

Robert Sanders