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*Law Offices*

*Michael R. Fabrikant*

PRACTICING IN THE AREAS OF  
ESTATE PLANNING, WILLS, TRUSTS,  
TAXATION, REAL ESTATE,  
CORPORATIONS

2600 EAST HALLANDALE BEACH BOULEVARD  
SUITE 406  
HALLANDALE, FLORIDA 33001

TELEPHONE  
(954) 454-8100  
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January 4, 1996

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

100001681791  
-01/08/96--01084--018  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Prestige Insurance Agency, Inc.

Dear Sir or Madam:

Please find enclosed the original Articles of Incorporation, together with a copy of same, for the above referenced entity for filing with the Department of State.

Also enclosed is a check for filing fees in the amount of \$122.50.

Kindly return the filed Articles to the undersigned.

Thank you.

Very truly yours,



MICHAEL R. FABRIKANT

MRF/wf  
Encls

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -9 PM 4:39

cf 1/11/96

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS

96 JAN -8 PM 4:39

ARTICLES OF INCORPORATION  
OF  
PRESTIGE INSURANCE AGENCY, INC.

ARTICLE I

NAME

The name of this Corporation is PRESTIGE INSURANCE AGENCY, INC. and its address is 2500 East Hallandale Beach Boulevard, Suite 405, Hallandale, Florida 33009.

ARTICLE II

PURPOSE

This Corporation is organized for the following purposes:

1. For the operation of an insurance agency involving the sale of life, health, and annuity policies.
2. To carry on any lawful business necessary or incidental to the attainment of the purpose of this Corporation, whether or not such business is similar in nature to the purposes enumerated in these Articles of Incorporation, and all other lawful business which may be conducted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 500 shares of common

stock having a par value of \$1.00. The consideration received for issuance of said stock shall be as determined by the Board of Directors. After payment to the Corporation by cash, services actually performed, or tangible or intangible property for said shares, such shares shall be deemed to be fully paid and non-assessable.

#### ARTICLE IV

##### PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series, as that which each already holds, shall have the right to purchase his or her 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 V

##### CORPORATE EXISTENCE

This Corporation shall have perpetual existence and its existence shall commence upon filing.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Corporation is 2500 E. Hallandale Beach Boulevard, Suite 405, Hallandale, Florida 33009, and the name of the initial registered agent of this Corporation at that address is Michael R. Fabrikant, Esquire, who is hereby designated as the Corporation's agent to accept service of process within the State of Florida; that the place of business of the Corporation shall be the State of Florida.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have five directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

WENDY H. FABRIKANT  
2500 E. Hallandale Beach Blvd. #405  
Hallandale, Florida 33009

MICHAEL R. FABRIKANT  
2500 E. Hallandale Beach Blvd. #405  
Hallandale, Florida 33009

ALISA B. FABRIKANT  
2500 E. Hallandale Beach Blvd. #405  
Hallandale, Florida 33009

KEVIN H. FABRIKANT  
2500 E. Hallandale Beach Blvd. #405  
Hallandale, Florida 33009

DAVID S. FABRIKANT  
2500 E. Hallandale Beach Blvd. #405  
Hallandale, Florida 33009

## ARTICLE VIII

### INCORPORATION

The names and addresses of the persons signing these Articles as Incorporators is/are:

WENDY H. FABRIKANT  
2500 E. Hallandale Beach Blvd. #405  
Hallandale, Florida 33009

## ARTICLE IX

### LIMITATIONS AND RELATIVE RIGHTS OF CAPITAL STOCK

#### Section 1. Dividends.

The holder of record of the capital stock shall be entitled to cash or stock dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors. Cash or stock dividends, if any, shall accrue from the date of issue, unless decided otherwise by the Board of Directors.

#### Section 2. Rights Upon Liquidation or Dissolution.

After payment of all of the debts, liabilities and responsibilities of the Corporation, the holders of the capital stock shall be entitled to distribute the remaining assets of this Corporation in such manner that the assets shall be payable to and distributed ratably among the holders of record of the capital stock in proportion to the number of shares held and owned by each shareholder. Any liquidation under this section shall not treat

accumulated dividends as set forth in Section 1 that have not been distributed in any preferential manner.

Section 3. Voting Rights.

Except as otherwise provided by law, the voting for the election of directors shall be vested exclusively in the holders of the outstanding capital shares.

ARTICLE X

REGISTRATION ON TRANSFER OF STOCK

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

WENDY H. FABRIKANT:	400 shares
ALISA B. FABRIKANT:	35 shares
KEVIN H. FABRIKANT:	33 shares
DAVID S. FABRIKANT:	32 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, if any. 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 the shareholders and/or this Corporation.

The above restriction shall apply not only upon the reissuance or transfer of capital stock of this Corporation to another stockholder, but shall also apply in the event of death,

disability, or other reasons, all of which shall be separately set forth in the bylaws and stockholders agreement.

#### ARTICLE XI

##### SHARE HOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII

##### POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, except this Corporation shall not have the power to conduct business in violation of its Articles of Incorporation, bylaws, or any stockholders agreement in existence.

#### ARTICLE XIII

##### DIRECTORS, RESIDENCE 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 the Directors of this Corporation.

#### ARTICLE XIV

##### DIRECTOR QUORUM AND VOTING

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

If a quorum is present, the affirmative, majority vote of the directors present and voting shall be the act of the Board of Directors.

#### ARTICLE XV

##### INDEMNIFICATION

This Corporation may indemnify any officer or director or any former officer or directors, to the full extent permitted by law.

#### ARTICLE XVI

##### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon the shareholders is subject to this reservation.



IN WITNESS WHEREOF, the undersigned Subscribed have executed these Articles of Incorporation this 14<sup>th</sup> day of Jan. 1996.

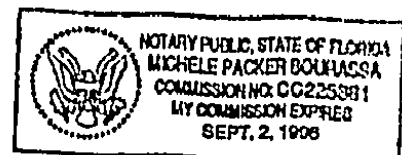
Wendy H. Fabrikant  
WENDY H. FABRIKANT

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared WENDY H. FABRIKANT, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 14<sup>th</sup> day of Jan., 1996.

Michele Packer Bourassa  
NOTARY PUBLIC  
My Commission Expires: 9/2/96



FILED  
CLERK OF STATE  
JAN 17 1996  
96 JAN -8 PM 4:39

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 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT, PRESTIGE INSURANCE AGENCY, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HALLANDALE, STATE OF FLORDIA, HAS NAMED MICHAEL R. FABRIKANT AT 2500 EAST HALLANDALE BEACH BOULEVARD, SUITE 405, HALLANDALE, FLORIDA 33009, AS ITS AGENT TO ACCEPT PROCESS WITHIN FLORIDA.

SIGNATURE:

Wendy H. Fabrikant  
WENDY H. FABRIKANT, PRESIDENT

DATED:

Jan 4, 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.

SIGNATURE:

Michael R. Fabrikant  
MICHAEL R. FABRIKANT  
Resident Agent

DATED:

1/4/96