

P960000003559
LAW OFFICES
Victoria A. Vilchez, P.A.

VICTORIA A. VILCHEZ
ATTORNEY AT LAW

1601 BELVEDERE ROAD
SERVICE CENTRE, SUITE 200 SOUTH
WEST PALM BEACH, FLORIDA 33406
TELEPHONE (407) 471-0001
FACSIMILE (407) 471-4848

December 29, 1995

Victoria Vilchez Sinclair
1601 Belvedere Road #209 S
West Palm Beach, Fl. 33406

500001681865
-01/08/96--01095--013
*****70.00 *****70.00

Dear Sirs:

Enclosed please find Articles of Incorporation along with a check
for \$70.00. If there are any questions feel free to contact me at
the above address.

Sincerely,

Victoria Vilchez Sinclair

Victoria Vilchez Sinclair
Attorney at Law

FILED
35 JAN -8 PM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

para file

ARTICLES OF INCORPORATION

OF

SINCLAIR SYSTEMS, INC.

FILED
JUN -8 1966
CENTRAL BANK
TALLAHASSEE, FLA.

I, the undersigned for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for that purpose, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be SINCLAIR SYSTEMS, INC.

ARTICLE II

GENERAL PURPOSE OF CORPORATION

This corporation is initially organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, including but not limited to the following:

A. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever kind or nature, as owner, agent, factor, or broker, to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, to lend money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of

whatsoever nature or kind; and to borrow money thereon by mortgages or otherwise, to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal of all kinds and description.

B. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description.

C. To act as agent, broker or attorney in fact for any person, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature of kind, and any and every estate and interest therein, and chooses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in any claims effecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust or real property or chattels, and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

D. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the corporation.

E. To acquire, grant, hold, undertake and fully exploit the goodwill, property rights, franchises and assets of every kind, and other liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

F. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge,

deed of trust or otherwise.

G. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any licenses or other rights or interest therein and thereunder.

H. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any and all foreign countries.

I. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgages, notes, evidences shares of or interest in common law trusts, trust and other trust estates or associations, certificates of trust or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights, to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms associations and mercantile, financial and industrial enterprises and operation.

J. to engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal, or agent, with powers to let contract for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the

accomplishment of any purpose of the corporation.

K. to do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue 100 shares, all of one class at \$1 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

PRE-EMPTIVE RIGHTS

Every stockholder shall, on the sale for cash of any new stock of the same class as that which he already holds, 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 V.

CORPORATE DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial registered office of this corporation and its principal place of business shall be 1601 Belvedere Road, Suite 209 South, West Palm Beach, Florida 33406, with privilege of having branch offices at other places within or without the State of Florida. The initial registered agent of the said corporation at the above address shall be VICTORIA VILCHEZ SINCLAIR.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the initial Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Brian T. Sinclair	1601 Belvedere Road Suite 209S West Palm Beach, Fl. 33406	President Treasurer
Victoria Vilchez Sinclair	1601 Belvedere Road Suite 209S West Palm Beach, Fl. 33406	Vice President Secretary

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an

office in this corporation.

ARTICLE VIII

INCORPORATORS

The names and post office addresses of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Victoria Vilchez Sinclair	1601 Belvedere Road Suite 209 West Palm Beach, Fl. 33406

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of Incorporation, in the manner now or hereafter prescribed by Statute.

Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subjected to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien of the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, I the undersigned, being the original incorporator to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal, this 28 day of December, 1995.

Victoria Vilchez Sinclair
VICTORIA VILCHEZ SINCLAIR

95 JAN -8 10:11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared VICTORIA VILCHEZ SINCLAIR to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, in the County and State aforesaid, this 28th day of December, 1995.

Carmen I. Sosa
Notary Public - State of Florida
at Large

My Commission Expires:



CARMEN I SOSA
My Commission CC360628
Expires Mar. 31, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, and Section 607.034, Florida Statutes, the following is submitted in compliance with said statutes:

FIRST: That Sinclair Systems, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1601 Belvedere Road, Suite 209 S, West Palm Beach, Florida 33406, has named as its Registered Agent to accept services of process within the State,

VICTORIA VILCHEZ SINCLAIR

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in such capacity, and agree to comply with the provisions of said Statutes relative to keeping open said office.

Victoria Vilchez Sinclair
VICTORIA VILCHEZ SINCLAIR

State of Florida
County of Palm Beach

The foregoing Acceptance of Registered Agent was executed before me this 28th day of December, 1995, by VICTORIA VILCHEZ SINCLAIR.

Carmen I. Sosa
Notary Public
State of Florida at Large

My Commission Expires:



CARMEN I SOSA
My Commission CC360828
Expires Mar. 31, 1998
Bonded by HAI
800-422-1555

FILED
96 JAN -8 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA