

P96000003694

LAW OFFICE
SMITH & SUPRANKY

PROFESSIONAL ASSOCIATION
MIDWAYNE CENTRE, SUITE 700
11000 MIDWAYNE BOULEVARD
MIAMI, FLORIDA 33141

JOHN SMITH
BOARD CERTIFIED
CIVIL TRIAL LAWYER
LUDWIG A. SUPRANKY
BOARD CERTIFIED
REAL ESTATE LAWYER

January 5, 1996

FILED

96 JAN -5 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(904) 498-0000
FAX
(904) 498-0058
(904) 498-0000

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

Re: VISION CONSTRUCTION AND RESTORATION, INC.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for VISION CONSTRUCTION AND RESTORATION, INC., along with a check in the amount of \$122.50, payable to Secretary of State.

Please file the original, certifying the copy and sending same back to this office.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,

Erica M. Lamb

Erica M. Lamb,
Legal Secretary

/el
Enclosure

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[Handwritten signature]

**ARTICLES OF INCORPORATION
OF
VISION CONSTRUCTION AND RESTORATION, INC.**

FILED
96 JAN -8 PM 1:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is: **VISION CONSTRUCTION AND RESTORATION, INC.**
The principal place of business of this corporation shall be at 20801 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DIRECTORS

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Bernard Kron	20801 Biscayne Boulevard Suite 400 Aventura, Florida 33180
Larry Bright	20801 Biscayne Boulevard Suite 400 Aventura, Florida 33181

ARTICLE VII
DURATION

The corporation shall have a perpetual existence.

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
President Larry Bright	20801 Biscayne Boulevard Suite 400 Aventura, Florida 33181
Vice-President/Secretary Bernard Kron	2450 Hollywood Boulevard Suite 400 Hollywood, Florida 33020

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to

he first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Bernard Kron, 20801 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Bernard Kron	20801 Biscayne Boulevard Suite 400 Aventura, Florida 33180

ARTICLE XIII
INDEMNIFICATION

The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except

with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 3 day of January, 1996.

Bernard Kron
BERNARD KRON

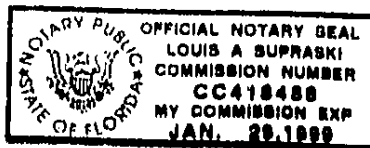
STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3 day of January, 1996, by BERNARD KRON, who is personally known to me or who has produced He personally has identification and who did not take an oath.

Louis A. Supraski
Notary Public, State of Florida

My Commission Expires:

Louis A. Supraski
Print Name of Notary Public



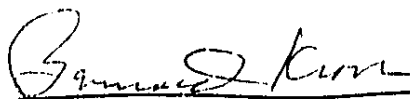
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT VISION CONSTRUCTION AND RESTORATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 20801 BISCAYNE BOULEVARD, SUITE 400, AVENTURA, FLORIDA 33180, HEREBY NAMES BERNARD KRON, 20801 BISCAYNE BOULEVARD, SUITE 400, AVENTURA, FLORIDA 33180, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.


BERNARD KRON

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.


BERNARD KRON
REGISTERED AGENT
DATED: Jun. 3, 1996

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LAW OFFICES
SMITH & SUPRANSKI, P.A.
DISCAYNE CENTRE - SUITE 700
11000 DISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

April 15, 1996

5000.00 1784233
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*****35.00 *****35.00

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

Re: VISION CONSTRUCTION AND RESTORATION, INC.

Dear Sir or Madam:

Enclosed please find the original Resignation of Director along with a check in the amount of \$35.00 representing the filing fee of same.

By copy of this letter to the corporation, I am informing them of my resignation.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,

Larry Bright
LARRY BRIGHT

LR/mgp
Enclosure

Office Desig.
SH 4/23

96 APR 17 AM 9:18
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RESIGNATION OF OFFICER AND DIRECTOR

I, **LARRY BRIGHT**, hereby tender my resignation as an Officer and Director and/or employee of **VISION CONSTRUCTION AND RESTORATION, INC.**, a Florida corporation, effective **April 15, 1996 at 12:00 p.m.**

LS
Witness #1
Printed Name: Louis A. Supraski

Larry Bright
LARRY BRIGHT

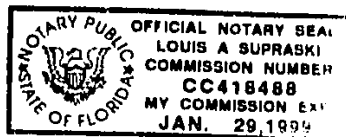
Marieta G. Piderman
Witness #2
Printed Name: Marieta G. Piderman

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument was acknowledged before me this 15 day of APRIL, 1996 by **LARRY BRIGHT**, who produced N/A as identification or is personally known to me.

My Commission Expires:

LS
Notary Signature
Print Name: _____



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DIVISION OF
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