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 TO: DIVISION OF CORPORATIONS FROM: GEFEN ENTERPRISES, INC.  
 DEPARTMENT OF STATE 1495 W. LAGLER ST  
 STATE OF FLORIDA SUITE 100  
 20 EAST OLIVER STREET MIAMI FL 33135-3401-6194  
 TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
 PHONE: (305) 541-3694  
 FAX: (904) 922-4000 FAX: (305) 541-3770

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 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 NAME: GEFEN ENTERPRISES, INC.  
 FAX AUDIT NUMBER: H9600000981 CURRENT STATUS: REQUESTED  
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 TALLAHASSEE, FLORIDA

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 DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
GEFEN ENTERPRISES, INC.



The undersigned, CAROL RHINE, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME AND ADDRESS:

The name of this Corporation shall be:  
GEFEN ENTERPRISES, INC.

The principal office of the Corporation will be:  
1127 Northeast 163rd Street  
North Miami Beach, Florida 33162

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II

BUSINESS:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

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IRA R. SHAPIRO, ESQUIRE  
FLORIDA BAR NO. 308943  
13899 Biscayne Blvd., #400  
Miami, FL 33181

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

III

SHARES:

The authorized capital stock of this Corporation shall consist of: 1000 shares of common stock, \$1.00 par value.

IV

EXISTENCE:

The Corporation shall have perpetual existence.

V

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 13899 Biscayne Boulevard, Suite 400, Miami, Florida 33181. The initial Registered Agent for the Corporation is IRA R. SHAPIRO located at the initial registered office address of the Corporation.

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VI

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

VII

FIRST BOARD:

The following shall constitute the first Board of Directors of the Corporation:

<u>NAME</u>	<u>ADDRESS</u>
CAROL RHINE	281 Elm Street West Hempstead, NY 11552
JUDAH RHINE	281 Elm Street West Hempstead, NY 11552

VIII

INCORPORATOR:

The name and address of the initial Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CAROL RHINE	281 Elm Street West Hempstead, NY 11552

IX

GENERAL PROVISIONS:

- (A) The private property of the Stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

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- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A Director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each Director and Officer of the Corporation against all or any portion of any expenses reasonably incurred by her in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 10 day of January, 1996.

X Carol Rhine  
CAROL RHINE

STATE OF NEW YORK )  
COUNTY OF NASSAU ) ss:

The foregoing instrument was acknowledged, sworn to and subscribed before me by CAROL RHINE this 10 day of January, 1996.

My Commission Expires:

JUDAH L. RHINE  
NOTARY PUBLIC, State of New York  
No. 02RH4829658  
Qualified in Nassau County  
Commission Expires July 31 1997

X [Signature]  
\_\_\_\_\_, NOTARY PUBLIC  
Commission/Serial Number (if any) \_\_\_\_\_

Personally Known  OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

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

**GEFEN ENTERPRISES, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That GEFEN ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named IRA R. SHAPIRO, located at 13899 Biscayne Boulevard, Suite 400, Miami, Florida, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

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

BY:   
IRA R. SHAPIRO,  
Registered Agent

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