

823670

80445A

### AUTHORIZATION :

COST LIM	ΙT	;	<b>\$</b>	PREPAID
----------	----	---	-----------	---------

ORDER DATE: January 29, 1996

ORDER TIME : 3:14 PM

ORDER NO. : 823670

CUSTOMER NO:

80445A

200001700752 -01/30/96--01010--003 \*\*\*\*245.00 \*\*\*\*122,50

CUSTOMER: George W. Baldwin, Esq

BRANT & BALDWIN

330 Federal Highway

Lake Park, FL 33403

O DOMESTIC FILING	• • • • • • • • • • • • • • • • • • • •
TUCHMAN & BROWN INVESTMENT, INC. NO. 2	FIL 96 JAN 3 SECRETAN
XX & ARTICLES OF INCOR ORATION CERTIFICATE OF LIBITED PARTNERSHIP	ILED 30 PH 1: 2 NY OF STATE ISEE, FLORIDA
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:  XX CERTIFIED COPY	2 <b>7</b> E DA
PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	
CONTACT PERSON: VICKI PELEZ EXAMINER'S INITIALS:	T. BROWN JAN 3 0 1996

96 JAN 30 PH 1: 27
INLLANDSSEE FLORIDA

### ARTICLES OF INCORPORATION

OF

## TUCHMAN & BROWN INVESTMENT, INC. NO. 2

The undersigned Subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

#### ARTICLE I. NAME

The name of this corporation is: TUCHMAN & BROWN INVESTMENT, INC. NO. 2.

## ARTICLE II. NATURE AND POWERS OF BUSINESS

To engage in and deal with each and every aspect of communication systems and the communication industry; and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

To make and enter into all contracts necessary and proper for the conduct of the business or businesses of this corporation.

To buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and to buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

To purchase the corporate assets of any other corporation or the assets of any other business, and engage in the same character of enterprises.

To acquire, enjoy, utilize and dispose of any patents, copyrights and trade marks and any licenses or other such rights or interests.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital

stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government; while such owner of stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To contract debts and borrow money upon such terms as the stockholders may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the stockholders and Board of Directors deem expedient.

The foregoing statements regarding the nature and powers of the business to be transacted by this corporation shall not be deemed to be exclusive; but this corporation (a) may manufacture, purchase or otherwise acquire, and may own, mortgage, pledge, lease, sell, assign, transfer, or otherwise dispose of, and may vest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it may not conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone and cemetery company, a building and loan association, fraternal benefit society, state fair or exposition, and (b) shall have all the powers of corporation as set forth in the Florida Statutes, and the powers to do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or necessary or incidental to the benefit and protection of the corporation, and for the attainment of the objects of this corporation whether such business is similar in nature to the object enumerated in these Articles of Incorporation.

### ARTICLE III. CAPITAL STOCK

The shares of stock of this corporation shall consist of One (1) class. The maximum number of shares of stock that this

corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of \$5.00 per share.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

## ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

# ARTICLE VI. REGISTERED OFFICE AND AGENT

The initial post office address and the initial registered office of this corporation in the State of Florida is:

72 Dunbar Road, Palm Beach Gardens, Florida 33418

The Board of Directors may from time to time move the principal and registered office of this corporation to any other address within the State of Florida. The initial registered agent at such address is MICHAEL M. TUCHMAN.

### ARTICLE VII. BOARD OF DIPECTORS

This corporation shall have Four Directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than One (1).

### ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

NAME:			ADDRESS:
755555	_		

JEFFREY B. BROWN 53 Dunbar Road

Palm Beach Gardens, FL 33418

NANCY R. BROWN 53 Dunbar Road Palm Beach Gardens, FL 33418

MICHAEL M. TUCHMAN 72 Dunbar Road Palm Beach Gardens, FL 33418 CAROL M. TUCHMAN

72 Dunbar Road Palm Beach Gardens, FL 33418

### ARTICLE IX, INITIAL OFFICERS

The names and addresses of the first officers of this corporation are:

PRESIDENT:

MICHAEL M. TUCHMAN

72 Dunbar Road

Palm Beach Gardens, FL 33418

VICE PRESIDENT:

None

SECRETARY-TREASURER

JEFFREY B. BROWN 53 Dunbar Road

Palm Beach Gardens, FL 33418

#### ARTICLE X SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation, the number of shares of stock that they agree to take and the value of the considerations therefore are:

NAME	<u>ADDRESS</u>	SHARES	CONSIDERATION
JEFFREY B. BROWN	53 Dunbar Road Palm Beach Gardens FL 33418	50	\$250.00
MICHAEL M. TUCHMAN	72 Dunbar Road Palm Beach Gardens FL 33418	50 ,	\$250.00

#### ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting his or their intention that a certain amendment of these Articles of Incorporation be made.

# ARTICLE XII. DESIGNATION OF REGISTERED AGENT

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

# TUCHMAN & BROWN INVESTMENT, INC. NO. 2

desiring to organize under the laws of the State of Florida with its principal and registered office, as indicated in Article VI of these Articles of Incorporation at 72 Dunbar Road, Palm Beach

Gardens, Florida 333418, Palm Beach County, State of Florida, has named MICHAEL M. TUCHMAN, 72 Dunbar Road, Palm Beach Gardens, Florida 33418, County of Palm Beach, State of Florida, as its agent to accept service of process within this State and registered agent.

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared JEFFREY B. BROWN and MICHAEL M. TUCHMAN, to me personally known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 24 day of January, 1996.

My commission expires:

(Notary Seal) MARY ANN RAH MY COMMISSION # CC452135 EXPIRES

#### <u>ACKNOWLEDGMENT</u>

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

MICHAEL M.

Registered Agent