

P96000010363

96 FEB -1 AM 11:15
DIVISION OF CORPORATION

*****70.00

AMERILAWYER[®]

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NEWMAR OF AMERICA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 FEB -1 PM 4:47

2-1-96
Examiner's Initials UW

**ARTICLES OF INCORPORATION
OF
NEWMAR OF AMERICA, INC.**

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **NEWMAR OF AMERICA, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 18439 Northwest 12 Street, Pembroke Pines, Florida 33029 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The names and street addresses of the incorporators of this Corporation are Margaret Wells Newnham, Richard O.C. Marsh and Michelle A. Marsh whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Margaret Wells Newnham
Vice-President:	Richard O.C. Marsh & Michelle A. Marsh
Secretary:	Michelle A. Marsh
Treasurer:	Richard O.C. Marsh

whose addresses shall be the same as the principal address of the Corporation.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -1 PM 4:47



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Margarat Walls Nownham
Richard O.C. Marsh
Michollo A. Marsh

whose addresses shall be the same as the principal address of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer[®], located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer[®], 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

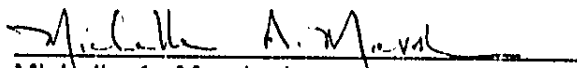
This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31 January 1996.


Margaret Wolls Nownham, Incorporator

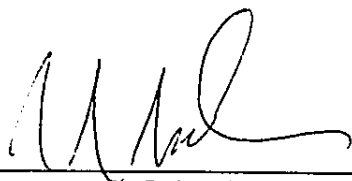

Richard O.C. Marsh, Incorporator


Michelle A. Marsh, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Lawrence J. Spiegel, President

FILED
SECRETARY OF STATE
CORPORATION
96 FEB -1 PM 4:47

ARTIFIC SUB



LAW OFFICE OF
KARLEEN MCINTYRE, ESQ.

KARLEEN MCINTYRE, RDQ.

P96000010363

8306 Mills Drive
P.O. Box 281
Miami, Florida 33183
(954) 961-6865

July 15, 1996

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

900001893849
-07/22/96--01002--003
*****35.00 *****35.00

RE: Newmar of America, Inc.

To Whom It May Concern:

Please be advised that I represent Margaret Wells Newnham, who was President of the above-referenced corporation. As of July 3, 1996, Ms. Newnham resigned from the corporation in her capacity as President. Enclosed please find a copy of her resignation letter addressed to the only other two officers of the corporation. In addition, Ms Newnham has completed a standard resignation form (Form CR2E044(8/95)) issued by the Department of State. A copy of said form is also enclosed along with the filing fee of thirty five dollars (\$35.00) in the form of a personal check, number 313.

Should any further information be needed, I may be contacted at the above address.

Sincerely,


Karleen McIntyre, Esq.

cc: Margaret Wells Newnham

Encs.

off receipt
96 JUL 19 AM 9:59
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

JUL 23 1996

12104 Washington Street
Pembroke Pines
Florida 33025
July 3, 1996

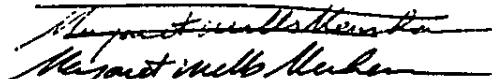
Michelle Marsh
Richard Marsh
Newmar of America Inc
18439 NW 12th Street
Pembroke Pines
Florida 33029

Dear Richard and Michelle,

This is to make formal of what we have previously discussed. Namely, I will no longer be associated with Newmar of America Inc. I have resigned from the corporation effective July 3, 1996. I relinquish all shares previously held back to the corporation.


I wish you continued success and all the best.

Yours Sincerely,


Margaret Wells Newnham

STATE OF FLORIDA
COUNTY OF Broward
I, the undersigned authority, hereby certify that the foregoing is
true and correct copy of the instrument presented to me by MARGARET W. NEWNHAM
as the original of such instrument.
WITNESS my hand and official seal, this 3
of JULY A.D., 1996

#NSS0579-63-841-0


Notary Public
State of Florida
My Commission expires 2/20/2000



Danielle M. LoCurto
MY COMMISSION # CCS34181 EXPIRES
February 20, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

DIVISION OF CORPORATIONS
FILED SYSTEM
96 JUL 19 AM 9:59

I, Margaret Wells Newnham, hereby resign as President/Director
(Title)

of Newmar of America Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

That the corporation has been notified in writing of the resignation.

Margaret Wells Newnham 7/3/96
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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AMERILAWYER[®]

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA 32399-0001

OFFICE USE ONLY

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- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

RECEIVED
 96 AUG 14 PM 2:33
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

8/14
John Amend

RECEIVED
 96 AUG 14 AM 11:54
 DIVISION OF CORPORATION

Examiner's Initials


**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NEWMAR OF AMERICA, INC.**

96 AUG 14 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

- FIRST:** The President of this corporation shall be **Michelle A. Marsh** whose address shall be the same as the principal address of the Corporation.
- SECOND:** As stated in Article 5 of the Articles of Incorporation of the Corporation **Michelle A. Marsh** has resigned as **Vice-President** of this Corporation and her resignation has been accepted by the Corporation.
- THIRD:** This amendment was adopted on the 7 August 1996.
- FOURTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.
- FIFTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 7 August 1996.


Michelle A. Marsh, Chairman of the Board of Directors

ARTAMEND.PRES

