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Attorney at Law

JOHN C. GESCH

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February 1, 1996

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

Attn: New Filings Section

Re: KATZ, INC.

Dear Sir:

Enclosed herein for filing please find the original and one copy of Articles of Incorporation together with Designation of Resident Agent for the above-referenced corporation. I am also enclosing check # 0608 in the amount of \$122.50 in payment of filing fees, designation of resident agent and one certified copy of Articles.

Sincerely,

JOHN C. GESCH, P.A.

John C. Gesch/lag

John C. Gesch

(signed in Mr. Gesch's absence
to avoid delay in mailing)

JCG:lag
Enclosures

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ARTICLES OF INCORPORATION
OF
KATZ, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is KATZ, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: the corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of one dollar (\$1.00) par value common stock.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is 7339 Rockbridge Circle, Lake Worth, Florida 33467.

ARTICLE VI. INCORPORATORS AND SUBSCRIBERS

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TEDDY E. DECKER	7339 Rockbridge Circle Lake Worth, Florida 33467
KATHARINA DECKER	7339 Rockbridge Circle Lake Worth, Florida 33467

The names and addresses of the subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TEDDY E. DECKER	7339 Rockbridge Circle Lake Worth, Florida 33467
KATHARINA DECKER	7339 Rockbridge Circle Lake Worth, Florida 33467
KRISTINA DECKER	7339 Rockbridge Circle Lake Worth, Florida 33467
HORST WINTER	90455 Nurnberg Im Humpengarten 16

The number of shares of stock they agree to take and the value of the consideration therefor is:

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
TEDDY E. DECKER	200	\$ 200.00
KATHARINA DECKER	200	\$ 200.00
KRISTINA DECKER	50	\$ 50.00
HORST WINTER	50	\$ 50.00

ARTICLE VII. DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

Section 2. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
TEDDY E. DECKER	7339 Rockbridge Circle Lake Worth, Florida 33467
KATHARINA DECKER	7339 Rockbridge Circle Lake Worth, Florida 33467
KRISTINA DECKER	7339 Rockbridge Circle Lake Worth, Florida 33467
HORST WINTER	90455 Nurnberg Im Humpengarten 16

ARTICLE VIII. OFFICERS

Section 1. The officers of the corporation shall be a President, any number of Vice-Presidents, a Secretary-Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	TEDDY E. DECKER
Vice-President	KRISTINA DECKER
Vice-President	HORST WINTER
Secretary-Treasurer	KATHARINA DECKER

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the by-laws.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

ARTICLE X. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by a majority vote of those persons entitled to vote thereon.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws of intention to submit such amendments.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto set our hands and seals this 15 day of February, 1996, for the purpose of forming this corporation under the laws of the State of Florida.

Teddy E. Decker
TEDDY E. DECKER

Katharina Decker
KATHARINA DECKER

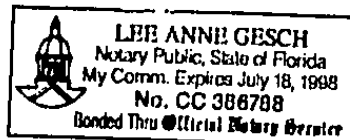
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of February, 1996, by **TEDDY E. DECKER** and **KATHARINA DECKER**, both of whom are personally known to me.

Lee Anne Gesch
Notary Public State of Florida

(4)



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

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

FIRST: That KATZ, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Lake Worth, County of Palm Beach, State of Florida, has named TEDDY E. DECKER, located at 7339 Rockbridge Circle, Lake Worth, Florida 33467, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.


TEDDY E. DECKER

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