

PL P96000018300

AMERILAWYER®
 (Requestor's Name)
 343 ALMERIA AVENUE
 (Address)
 CORAL GABLES, FL 33134 - (305) 445-2700
 (City, State, Zip) (Phone #)

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 OFFICE USE ONLY

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 FEB 29 PM 12:52

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
 SOLE MATES OF THE SUNCOAST, INC.

1. _____
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 3 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 95 FEB 28 AM 11:25
 DIVISION OF CORPORATION

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

2-28-96
 Examiner's Initials WJW

ARTICLES OF INCORPORATION
OF
SOLE MATES OF THE SUNCOAST, INC.

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DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation is a natural person 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 **SOLE MATES OF THE SUNCOAST, 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 5006 Trouble Creek Road, Unit 127, New Port Richey, Florida 34652 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Danielle B. Posner
Secretary:	Keith Troxell
Treasurer:	Keith Troxell

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



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Daniello B. Posner
Keith Troxell

whose addresses shall be the same as the principal office 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 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - 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 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - 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 thereof, 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 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - 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 15 - EFFECTIVE DATE

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

ARTICLE 16 - AMENDMENT

The 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 hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27 February 1996.

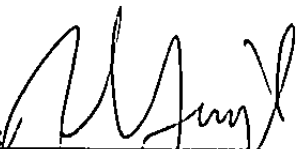

Elsie Sanchez, Incorporator

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

AmeriLawyer® Chartered, 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.

AmeriLawyer® Chartered

By: 
Lawrence J. Spiegel, President

ART13HC308



LAW OFFICE OF
RICHARD DENBO

P96000018300

4018 MILE STRETCH DRIVE • HOLIDAY, FL 34000
TELEPHONE: (813) 030-1834
FAX: (813) 037-7070

September 25, 1996

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

Dear Sir:

Please find enclosed a Change of Registered Agent for filing.

Sincerely,

Richard B. Denbo
Richard B. Denbo *RJC*

RBD/bjc
enclosure

cc: Ameri Lawer
Danielle Posner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 2, 1996

RICHARD B. DENBO
4915 MILE STRETCH DRIVE
HOLIDAY, FL 34690

SUBJECT: SOLE MATES OF THE SUNCOAST, INC.
Ref. Number: P96000018300

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 696A00045022

LAW OFFICE OF

RICHARD DENBO

4015 MILE STRETCH DRIVE • HOLIDAY, FL 31090
TELEPHONE: (813) 938-1634
FAX: (813) 937-7070

January 22, 1997

Ms. Linda Stitt
Corporate Specialist
Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Ms. Stitt:

Please find enclosed Statement of Change of Registered Office or Registered Agent and signed Change of Registered Agent. Also enclosed is a check in the amount of \$35.00 to cover the fee.

Sincerely,

Richard B. Denbo /BJC

Richard B. Denbo

RBD/bjc
enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1997

RICHARD B. DENBO
4915 MILE STRETCH DRIVE
HOLIDAY, FL 34690

SUBJECT: SOLE MATES OF THE SUNCOAST, INC.
Ref. Number: P96000018300

We have received your document for SOLE MATES OF THE SUNCOAST, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 097A00004586

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

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Solo Matos of the Suncoast, Inc.

2. The mailing address of the corporation is: 4551 Grand Blvd. New Port Richey, FL 34652

3. Date of incorporation/qualification: 2/28/96 Document number: P96000018300

4. The name and address of the current registered agent and office:

AmeriLawyer Chartered
4551 Grand Blvd.
New Port Richey, FL 34652

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Danielle Posner
4551 Grand Blvd.
New Port Richey, FL 34652

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TALLAHASSEE FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Danielle B. Posner, President 2/7/97
(Signature of an officer, chairman or vice chairman of the board) (Date)

Danielle Posner
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Danielle B. Posner, President 2/7/97
(Signature of Registered Agent) Danielle Posner (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)