

MAR-21-1996 08:05  
3/20/96

P.89  
J. J. J. J.

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING SYSTEM  
TO: DIVISION OF CORPORATIONS FROM: EMILY CORPORATION  
DEPARTMENT OF STATE 1320 W. FLAGLER ST  
TALLAHASSEE, FL 32301 SUITE 200  
405 HARBORVIEW BLVD MIAMI, FL 33135 33401 194  
FAX: (904) 822-4000 CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: HIAWATHA INVESTMENTS CORP.1  
FAX AUDIT NUMBER: H96000004053 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 03/20/1996 TIME REQUESTED: 17:39:40  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072460003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H90000004053))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:04:30

FILED  
96 MAR 21 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/21  
53 MAR 21 PM 5:22  
RECEIVED

ARTICLES OF INCORPORATION  
OF

HIAWATHA INVESTMENTS CORP.

ARTICLE I - NAME

The name of this corporation is: HIAWATHA INVESTMENTS CORP.

ARTICLE II - PURPOSE

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do viz:

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida.

To purchase, lease, or otherwise acquire and hold lands, buildings, and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interest of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal By-Laws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest of membership, and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

PREPARED BY:

EILEEN S. HILL, ESQ.  
EILEEN S. HILL, P.A.  
1080 Sunset Strip, Suite B  
Sunrise, Florida 33313  
Telephone: (954) 792-1007  
Florida Bar Number: 0768189

H 960000 04053

H 960000 04053

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAR 21 12:12

FILED

(8)

### ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue a maximum of Seven Thousand Five Hundred (7,500) shares of \$1.00 par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

### ARTICLE IV - PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OR SHARE OF CAPITAL STOCK

#### SECTION I. Dividends

The holders of record of the Preferred Shares, if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of Preferred Shares. Such cash dividends on Preferred Shares shall be cumulative so that if for any dividend period cash dividends at that specified percentage rate per share per annum shall not have been declared and paid or set apart for payment on the Preferred Shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the Common Shares. Cash dividends on Preferred Shares shall accrue from the date of issue. Upon the payment or setting apart for payment or setting specified percentage rate per share per annum upon the outstanding Preferred Shares, the directors may declare and pay dividends upon the Common Shares.

#### SECTION II. Rights upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the outstanding Preferred Shares shall be entitled to be paid par value for each of such Preferred Shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution, or winding up of this corporation, whether or not this corporation shall have a surplus of earnings available for dividends, and no more. After

H 960000 04053

H 960000 04053

Conduct business, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this State and in any of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business.

Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest thereunder or therein. Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of this State or any other States or government; while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer share of its own capital stock except from the surplus of its assets over its liabilities including capital. Share of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To invest in mortgages, secured loans, stocks, bonds, mutual funds and other sources of investments for the purpose of generating income for the shareholders.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue, and sell or pledge bonds, debentures, notes and other evidence 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 it, as occasion may require and the Board of Directors deem expedient.

Make gifts for educational, scientific or charitable purposes.

To enter into agreements to franchise any of the various businesses into which it may enter.

H 960000 04053

H 960000 04053

payment to the holders of Preferred Shares for the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

### SECTION III. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

### ARTICLE V - DESIGNATION OF SERIES

Preferred Shares may be issued from time to time in series. All Preferred Shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, and or all series;
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;
5. The rights, if any, of the holders of shares of each series to convert such shares into Common Shares and the terms and conditions of such conversion.

### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1060 SUNSET STRIP, SUITE B  
SUNRISE, FLORIDA 33313

and the name of the initial registered agent of this corporation at that address is:

H 96000004053

H 96000004053

EILEEN S. HILL, ESQ.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS  
AND CORPORATE ADDRESS**

This corporation shall have two (2) directors initially. The number of directors may either be increased or decreased or diminished from time to time by the By-Laws but shall never be less than one (1).

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

EILEEN S. HILL  
1441 N.W. 100TH WAY  
PLANTATION, FL 33322

INGRID E. WATKINS  
21 JACARANDA DRIVE, #121  
PLANTATION, FL 33324

and the corporate address is:

1060 SUNSET STRIP  
SUNRISE, FL 33313

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles is:

EILEEN S. HILL, ESQ.  
1060 SUNSET STRIP, SUITE B  
SUNRISE, FLORIDA 33313

**ARTICLE X**

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon her in connection with or arising out of any claim, demand, action, suit, or proceedings in which she may be involved or to which she may be made a party by reason of her being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the costs of reasonable settlement made with a view of curtailment of costs or litigation), except in relation to matters as to which she finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of her duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which she may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors, and the administrators of any such director or officer.

## ARTICLE XI

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to her to be correct by an officer having charge of its books or accounts or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall she be liable if, in good faith in determining the amount available for dividends or distribution, she considers the assets to be their book value.


## ARTICLE XII

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 by a stockholders' meeting by a fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

## ARTICLE XIII

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all of the stockholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of March, 1996.

  
EILEEN S. HILL, Subscriber

H 960000 04053

H 960000 04053

STATE OF FLORIDA )  
COUNTY OF BROWARD ) 89

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared EILEEN S. HILL known to me and known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20th day of March, 1996.

  
NOTARY PUBLIC, State of Florida

My commission expires:



PERRY S. PONT  
COMMISSION # CC 347071  
EXPIRES MAR. 18, 1998  
ATTORNEY THROUGH  
ATLANTIC BONDING CO., INC.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT OF:

HIAWATHA INVESTMENTS CORP.

In pursuance of Chapter 607.0202 or 607.051, Florida Statutes, the following is submitted, in compliance with said Act:

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
EILEEN S. HILL, RESIDENT AGENT

FILED  
96 MAR 21 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 960000 04053

H 960000 04053