

U

11:47 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
100 EAST GONZALES STREET  
TALLAHASSEE, FL 32301  
FAX: (904) 922-0000

EMPIRE CORPORATE RIT COMPANY  
1402 N. FLORIDA AVE  
SUITE 100  
MIAMI, FL 33137  
CONTACT: JIM STORMONT  
PHONE: (305) 541-3604  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: OAKO DEVELOPMENT & CONSULTING, INC.  
FAX AUDIT NUMBER: 1196000004953  
DATE REQUESTED: 04/08/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 6  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 11:47:21  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

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.

((H96000004953))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM

Connect: 00:13:3

EFFECTIVE DATE  
4-5-96

FILED  
96 APR -8 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

4/8

APR 11 1996

H 96000004953

ARTICLES OF INCORPORATION  
OF  
OAKS DEVELOPMENT & CONSULTING, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, does hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:  
OAKS DEVELOPMENT & CONSULTING, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law. The Corporation shall commence its existence as of April 5, 1996.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation, or the mailing address of the Corporation shall be:

9100 So. Dadeland Blvd., Ste. 1406  
Miami, Florida 33156

Paul H. Freeman, Esq.  
9100 S. Dadeland Blvd.  
Suite 1406  
Miami, Florida 33156  
Florida Bar - 161840

(305) 670.5999

EFFECTIVE DATE  
4-5-96

FILED  
96 APR - 8 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 96000004953

H 960000 04953

#### ARTICLE V

##### CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	7,000
Par Value Per Share	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

#### ARTICLE VI

##### PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

H 960000 04953

H 960000 04953

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

9100 South Dadeland Blvd.  
Suite 1406  
Miami, Florida 33156

The name of the initial Registered Agent of this Corporation at the aforementioned address is: PAUL H. FREEMAN.

#### ARTICLE VIII

##### INCORPORATOR

The name and address of each incorporator is as follows:

PAUL H. FREEMAN  
9100 South Dadeland Blvd.  
Suite 1406  
Miami, Florida 33156

#### ARTICLE IX

##### INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of one (1) member whose name and address is as follows:

Paul H. Freeman  
9100 So. Dadeland Blvd., Ste. 1406  
Miami, Florida 33156

H 960000 04953

ARTICLE X  
MISCELLANEOUS

A. The initial officers of the Corporation and their addresses shall be as follows:

President/Secretary Paul H. Freeman  
9100 So. Dadeland Blvd., Ste. 1406  
Miami, Florida 33156

B. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

C. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.

D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

E. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

H96000004953

H96000004953

H96000004953

F. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

G. No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, of Officers of, such other Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of April, 1996.

  
PAUL H. FREEMAN

STATE OF FLORIDA  
COUNTY OF DADE

EXECUTION OF the foregoing instrument was acknowledged before me this 1st day of April, 1996, by PAUL H. FREEMAN, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take an oath.

Description of identification produced: \_\_\_\_\_

  
NOTARY PUBLIC - SIGNATURE ABOVE

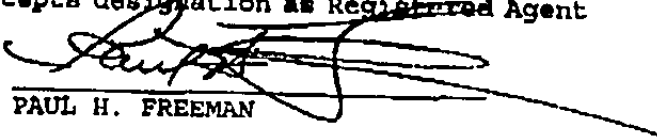
NOTARY NAME: \_\_\_\_\_

COMMISSION NO.: \_\_\_\_\_

COMMISSION EXP. DATE: \_\_\_\_\_

Notary Name/Commission No./Exp. Date - type or printed

The undersigned hereby accepts designation as Registered Agent of the Corporation.

  
PAUL H. FREEMAN

notarypublic.com

FILED  
96 APR -8 2:37  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
(Affix Notary Seal)

H96000004953