

P96000230474

Requestor's Name MARIDA SANCHEZ  
 Address c/o Shene Newman, 4141 N. & Kiser Kranz  
301 E Kennedy Blvd, Tenth Floor  
 City/State/Zip Tampa, FL 33602 Phone # \_\_\_\_\_

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

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<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

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

March 27, 1996

MARINA SCARR  
SHEAR, NEWMAN, HAHN & ROSENKRANZ  
201 E KENNEDY BLVD. TENTH FLOOR  
TAMPA, FL 33602

SUBJECT: BOARDWALK INVESTMENTS, INC.  
Ref. Number: W96000006631

We have received your document for BOARDWALK INVESTMENTS, INC. and check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 196A00014060

SHEAR, NEWMAN, HAHN & ROSENKRANZ  
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DENRA L. BOJL  
GLENN M. BURTON  
JEFFREY DREW BUTTA  
JOSEPH FRANCIS DIACO, JR.  
SCOTT F. DISTASIO  
GARY W. FLANAGAN  
JAMES R. FREEMAN  
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ELIZABETH TAYLOR HERD  
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BRUCE DOUGLAS LAMB  
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JERRY L. NEWMAN  
MARK J. RAGUSA  
STANLEY W. ROSENKRANZ  
MARILYN D. SANDHORN  
KELLY JO SCHMIDT  
CHRISTOPHER J. SCHULTE  
L. DAVID SHEAR

\*BOARD CERTIFIED CIVIL TRIAL LAWYER  
\*BOARD CERTIFIED IN TAXATION  
\*CERTIFIED CIRCUIT COURT MEDIATOR  
\*BOARD CERTIFIED REAL ESTATE LAWYER

OF COUNSEL  
DANIEL J. GIBBY  
LEONARD L. KLEINMAN

April 5, 1996

Ms. Terri Buckley  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Articles of Incorporation for:  
BOARDWALK INVESTMENTS OF TAMPA BAY, INC.

Dear Ms. Buckley:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Designation/Registered Agent of Boardwalk Investments of Tampa Bay, Inc., along with a copy of your letter to me of March 27, 1996 indicating that Boardwalk Investments, Inc. was already in use. You are already in possession of the filing fee which I previously forwarded to you.

Please file the Articles of Incorporation and Certificate of Designation and return a "filed copy" to me in the enclosed self-addressed, stamped envelope.

Please call me if you have any questions or need additional information.

Sincerely yours,

  
Marina M. Scarr

mys:249061  
Enclosures

ARTICLES OF INCORPORATION  
OF  
BOARDWALK INVESTMENTS OF TAMPA BAY, INC.

FILED  
APR-8 PM 2:54  
TAMPA

The undersigned, acting as incorporator of Boardwalk Investments of Tampa Bay, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I  
Name

The name of the corporation is: Boardwalk Investments of Tampa Bay, Inc.

ARTICLE II  
Commencement of Existence

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III  
Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV  
Duration

The term of existence of the Corporation is perpetual.

ARTICLE V  
Authorized Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.10 per share. The Corporation, as authorized by the board of directors may issue

shares for any consideration described in Section 607.0621,  
Florida Statutes or otherwise provided by law.

ARTICLE VI  
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 4113 Dellbrook Drive, Tampa, FL 33624, and the name of the corporation's initial registered agent at that address is ASEM HASAN.

ARTICLE VII  
Mailing Address and Principal Office Address

The mailing address and the address of the principal office of the Corporation is 4113 Dellbrook Drive, Tampa, FL 33624.

ARTICLE VIII  
Initial Board

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1) director. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Asem Hasan Director/Secretary	4113 Dellbrook Drive Tampa, FL 33624
Isa O. Kabbani Director/President	10346-A Third Street North St. Petersburg, FL 33617
Anwar D. Askar Director/Vice President	3350 W. Hillsborough Avenue Apt. 418 Tampa, FL 33614

ARTICLE IX  
Incorporator

The name and street address of the incorporator is:

Name

Address

Adem Hasan

4113 Dellbrook Drive  
Tampa, FL 33624

ARTICLE X  
Subchapter S Election; Mandatory Distributions

In the event this corporation elects to be treated as an S Corporation pursuant to the Internal Revenue Code of 1986, as amended (the "Code"), and as long as the corporation's election to be an S Corporation is in effect, this Article X shall apply.

While its election to be an S Corporation is in effect, the corporation shall make to each shareholder a cash distribution at least equal in amount to an amount equal to the estimated federal and state income taxes attributable to such shareholder's pro rata share of the corporation's (i) terms of income (including tax exempt income), loss, deduction or credit, the separate treatment of which could affect the liability for tax of such shareholder and (ii) the non-separately computed income or loss, as more specifically provided in Section 1366(a) of the Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable income for the taxable year in question. Unless prevented from making any distributions under applicable state law, or the shareholders unanimously otherwise agree, the total amount of the

minimum mandatory dividend required by this Section shall be declared and paid no later than March 15 of the calendar year following the close of the corporation's taxable year. The total pro rata distributions already made to the shareholders during the applicable taxable year of the corporation shall be taken into account in determining the amount, if any, of additional distributions after the end of such year that must be made by March 15th in order to meet the requirement of this Section.

If the election to be an S Corporation is revoked or terminated, the corporation, during the post-termination transition period, as defined in Section 1377(b) of the Code, shall declare and pay pro rata cash distributions equal, in the aggregate, to the balance of the corporation's accumulated adjustments account, as defined in Section 1368 of the Code, except to the extent the shareholders unanimously agree to the election authorized by Section 1371(e)(2) of the Code or unless prevented from doing so by law.

#### ARTICLE XI Bylaws

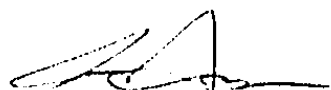
Either the board of directors or the shareholders may adopt, alter, or repeal bylaws; provided, however, (i) the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors; and (ii) any bylaw pertaining to "mandatory

distributions" may only be amended or repealed with the unanimous consent of the shareholders.

ARTICLE XII  
Amendments

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of April, 1996.

  
\_\_\_\_\_  
ASEM HASAN, Incorporator

[0246477.WP]

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BOARDWALK INVESTMENTS OF TAMPA BAY, INC.
2. The name and address of the registered agent and office is:

ASEM HASAN  
4113 Dellbrook Drive  
Tampa, FL 33624

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65 APR -2 PM 2:05  
TAMPA, FL

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: \_\_\_\_\_

ASEM HASAN, Registered Agent

Date: 4/3/96

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**R.G. RAJU**

Certified Public Accountant  
8910 N. Dale Mabry • Suite 38  
Tampa, Florida 33614

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96 SEP 27 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

54 9/30

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

BOARDWALK INVESTMENTS OF TAMPA BAY, INC

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMENDING ARTICLE VIII

XXXXXX

DELETE NAME: ISA O. KABBANI, DIRECTOR/PRESIDENT

ADD NAME: ABDESSAMAD ELKAHLY, DIRECTOR/PRESIDENT

DELETE NAME: ASEM HASAN, DIRECTOR/SECRETARY

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96 SEP 27 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 20, 1996

**THIRD:** The date of each amendment's adoption: SEPTEMBER 20, 1996

**FOURTH:** Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
(voting group)"

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20th day of SEPTEMBER, 19 96

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ASEM HASAN

Typed or printed name

INCORPORATOR

Title

P96000030474

Requestor's Name

R. C. RAJU, MS., C.P.A.

8910 N. Dale Mabry #38

Tampa, FL 33614

City/State/Zip

Phone #

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

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

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97 JUL -8 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

*[Signature]*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
97 JUL -8 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BOARDWALK INVESTMENTS OF TAMPA BAY, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

AMENDING ARTICLE VIII

DELETE NAME: ABDESSAMAD ELKAHLY, DIRECTOR/PRESIDENT  
ADD NAME: ASEM HASAN, DIRECTOR/PRESIDENT

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 6/10/97

**FOURTH: Adoption of Amendment(s) (check one)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10<sup>th</sup> day of June, 1997.

Signature

[Signature]  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Anwar D. Akbar

Typed or printed name

Vice President / Director

Title