

P96000033880

MARCH 18, 1996

SECRETARY OF STATE  
DIVISION OF INCORPORATION  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

00000117851 16  
00000117851 16  
\*\*\*122.50 \*\*\*122.50

McGILL ENTERPRISES, INC.  
P.O. BOX 530589  
MIAMI SHORES, FL. 33153-0589

FILED  
96 APR 18 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION  
TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122.50.

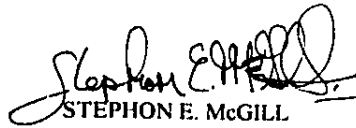
THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF  
INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE  
NAMED CORPORATION.

~~10916-74916~~

VERY TRULY YOURS,

DMP  
4/18/96

Corrected R.A. address in  
Article VI - 4-18-96

  
STEPHON E. MCGILL  
P.O. BOX 530589  
MIAMI SHORES, FL. 33153-0589



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 8, 1996

STEPHONE E. MCGILL  
P.O. BOX 530589  
MIAMI SHORES, FL 33153-0589

SUBJECT: MCGILL ENTERPRISES, INC.  
Ref. Number: W96000007496

We have received your document for MCGILL ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 496A00015881

FILED

96 APR 18 AM 10:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

McGILL ENTERPRISES, INC.  
P.O. BOX 530589  
MIAMI SHORES, FL. 33153-0589

ARTICLE I

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPAL OFFICE AND  
MAILING ADDRESS IS: P.O. BOX 530589 MIAMI SHORES, FLORIDA 33153-0589.  
715 N.E. 92ND STREET #2, MIAMI, FLORIDA 33138

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED  
BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL  
BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON  
STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE  
CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY  
HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE (S) THEREOF ( AS  
NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE  
AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 715 NE 92nd STREET #2, MIAMI, FL 33138 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS, STEPHEN E. MCGILL.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASE OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS:

STEPHEN E. MCGILL                      PRESIDENT  
P.O. BOX 530589  
MIAMI SHORES, FLORIDA 33153-0589

AUNDREA D. MCGILL                      VICE-PRESIDENT  
P.O. BOX 530589  
MIAMI SHORES, FLORIDA 33153-0589

AUNDREA D. MCGILL                      SECRETARY/TREASURER  
P.O. BOX 530589  
MIAMI SHORES, FLORIDA 33153-0589

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATION SIGNING THESE ARTICLES OF INCORPORATION IS:

STEPHEN E. MCGILL  
P.O. BOX 530589  
MIAMI SHORES, FLORIDA 33153-0589

ARTICLE IX

THE POWER TO ADOPT, AMEND OR APPEAL BY-LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETING OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW, BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACT BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLE XV

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE  
ARTICLES OF INCORPORATION, THIS 8TH DAY OF MARCH, 1996 AT MIAMI,  
COUNTY OF DADE, STATE OF FLORIDA

~~Stephen G. Hart~~  
Charles W. McNeil  
Charles W. McNeil

Warren Hart  
NOTARY PUBLIC STATE OF FLORIDA



WARREN HART  
My Commission CC421748  
Expires Nov. 20, 1998  
Bonded by NFNU  
800-224-6368

STATE OF FLORIDA     )  
                              SS  
COUNTY OF DADE     )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE STATE  
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

~~Joseph E. McNeil~~  
Andrew W. McNeil

KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE  
AND COUNTY AFORESAID, THIS 8TH OF MARCH, 1996.

  
NOTARY PUBLIC STATE OF FLORIDA

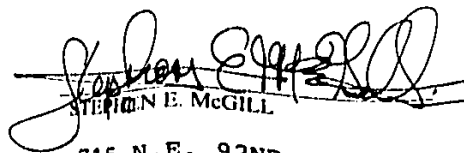
FILED

96 APR 18 AM 10:59

SEC. CLERK OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
STEPHEN E. MCGILL

715 N.E. 92ND. ST. #2  
MIAMI, FLORIDA 33138