

P96000035314

Yaffa Dermer  
2525 Flamingo Place  
Miami Beach, FL 33140-4318

April 17, 1996

Secretary of State  
Division of Corporation  
Post Office Box 6237  
Tallahassee, Florida 32314

SECRET  
-04/22/96--01012--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ARTICLES OF INCORPORATION OF PRUDENCE DEVELOPMENT, INC.

Gentlemen:

Enclosed herewith please find the following in re the above-captioned:

1. An original and copy of the Articles of Incorporation.
2. Check No. 2117 in the amount of \$122.50 to cover costs of incorporation, registered agent filing fee and certification.

If you have any questions, please do not hesitate to call me at (305) 532-5804. Thank you for your cooperation.

Very truly yours,

*Yaffa Dermer*  
Yaffa Dermer

yd  
Enclosures

FILED  
06 APR 19 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 23 1996 BSB

ARTICLES OF INCORPORATION  
OF  
PRUDENCE DEVELOPMENT, INC.

96 APR 19 PM 4:52  
TALLAHASSEE, FLORIDA

The undersigned incorporators to these articles of Incorporation, a Florida corporation, hereby form a corporation under the laws of the state of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

PRUDENCE DEVELOPMENT, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the state of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of capital stock which this Corporation is authorized to issue and have outstanding at any time is:

- (1) Common Stock Class "A" - 100 Shares, having a par value of one (\$0.01) cent per share;
- (2) Common Stock Class "B" - 9,900 Shares, having a par value of one (\$0.01) cent per share;

The capital stock that this Corporation is authorized to issue and have outstanding shall have the following rights, preferences, designations and limitations:

(1) Voting Rights.

- (A) Common Stock - Class "A". Each holder of shares of Common stock -

Class "A" of this Corporation shall be entitled to one (1) vote for each such share standing in his name at the time of any meeting of stockholders of this Corporation.

(b) Common Stock-Class "B". Holders of shares of Common Stock - Class "B" of this Corporation shall not be entitled to vote at any meeting of Stockholders of this Corporation.

(2) Other Rights. In all respects other than voting rights as stated above, all rights, privileges, preferences, and immunities of Common Stock - Class "A" and Common Stock - Class "B" shall be identical.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

PRUDENCE DEVELOPMENT, INC.  
YAFFA DERMER  
2525 FLAMINGO PLACE  
MIAMI BEACH, FL 33140-4318

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially, The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two (2).

**ARTICLE VII. INITIAL DIRECTORS.**

The name of the initial directors of this Corporation and their street addresses are:

Yaffa Dermer  
2525 Flamingo Place  
Miami Beach, FL 33140

Ron Dermer  
2525 Flamingo Place  
Miami Beach, FL 33140

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII. INCORPORATORS.**

The name and street address of the individuals signing these Articles of Incorporation as the Incorporators are:

Yaffa Dermer  
2525 Flamingo Place  
M.B.FL 33140-4318

Ron Dermer  
2525 Flamingo Place  
M.B., FL 33140-4318

**ARTICLE IX. CONFLICT OF INTEREST.**

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE X. AMENDMENT.**

These Articles of Incorporation may be amended in the manner provided by



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.325, 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: PRUDENCE DEVELOPMENT, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

C/O YAFFA DERMER  
2525 FLAMINGO PL. ACE  
MIAMI BEACH, FLORIDA 33140

95 APR 19 PM 4:52  
STATE  
MILWAUKEE, WISCONSIN

SIGNATURE Ron Derner  
(CORPORATE OFFICER)

TITLE RON DERMER, VICE PRESIDENT  
DATE 04/07/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Yaffa Derner  
YAFFA DERMER  
DATE 04/04/96

REGISTERED AGENT FILING FEE: \$35.00