

APR-27-1996 16:18  
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PUBLIC ACCESS SYSTEM  
ELECTRONIC MAILING GOVERNMENT  
TO: DIVISION OF CORPORATIONS FROM: EMPLOYEE CORPORATE KAT COMPANY  
DEPARTMENT OF STATE 100 FLAGLER STREET  
STATE OF FLORIDA SUITE 200  
409 WASHINGTON STREET MIAMI FL 33135-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
PHONE: (305) 641-3094  
FAX: (904) 922-4000 FAX: (305) 641-3770

((H96000006732))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: FLORIDA DEVELOPMENT CORPORATION  
FAX AUDIT NUMBER: H96000006732 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/23/1996 TIME REQUESTED: 15:48:18  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.80 ACCOUNT NUMBER: 072450003255

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

NUM CAPS Connect: 00:22:3

*[Handwritten signature]*  
4/24

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96 APR 26 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 24, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FLORIDA DEVELOPMENT CORPORATION  
REF: W9600008837

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: W9600005732  
Letter Number: 296A00019378



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 25, 1996

EMPIRE CORPORATE KIT  
1492 W FLAGLER ST  
STE 200  
MIAMI, FL

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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

FAX Aud. #: H96000005732  
Letter Number: 096A00019742

H96000005732

**ARTICLES OF INCORPORATION  
OF  
FLORIDA DEVELOPMENT CORPORATION**

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The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

**ARTICLE I. NAME**

The name of the corporation is:

**FLORIDA DEVELOPMENT CORPORATION**

**ARTICLE II. EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III. PURPOSE**

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

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7000 shares of common stock, each having a \$ 1 par value per share.

PREPARED BY: FRANCES BLISSETT, ESQ.

P.O. Box 640882  
MIAMI, FL 33614  
305-375-6700  
FI BAR # 0044921

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**ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be 7 NW 2nd Street, Suite 208, Miami, Florida 33128, and the name of the initial registered agent of the corporation at the address is Frances Blissett, Esq. who hereby is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

**ARTICLE VI. PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE VII. DIRECTORS**

This corporation shall have three directors initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than two (2). The name and address of the directors of this corporation are:

Frank Meincke                      President  
798 South Federal Highway  
Suite 102,  
Boca Raton, Florida 33432

Frank Meincke                      Treasurer  
798 South Federal Highway  
Suite 102,  
Boca Raton, Florida 33432

Jochen Lucke                      Vice President  
798 South Federal Highway  
Suite 102,  
Boca Raton, Florida 33432

Jochen Lucke                      Secretary  
798 South Federal Highway  
Suite 102  
Boca Raton, Florida 33432

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**ARTICLE VIII. OFFICERS**

The name and address of the officers of the corporation who shall hold office for the first year of the association, or until their successors are elected or appointed are:

Frank Meincke / President / Treasurer

Jochen Lucke / Vice President/ Secretary

The address of the corporation is 798 South Federal Highway, Suite 102, Boca Raton, Florida 33432.

**ARTICLE IX INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Frank Meincke, 798 South Federal Highway, Boca Raton, Florida 33432.

**ARTICLE X. ALIENATION OF SHARES**

No Shareholder of the Corporation may sell or transfer his shares to another without first offering them to the other shareholders of the Corporation, and he must offer them at the same price.

**ARTICLE XI. BY-LAWS**

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in the Board of Directors and Shareholders.

**ARTICLE XII. DIRECTORS' COMPENSATION**

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

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**ARTICLE XIII AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

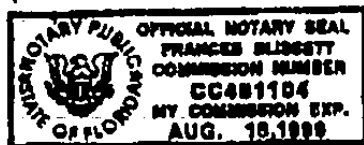
  
INCORPORATOR

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Frank Melnick, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 21 day of April, 1996.

H9600005732



  
Notary Public

Printed Name of Notary

My Commission Expires

19600005732

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION**

THE UNDERSIGNED hereby notifies that she has accepted the position and agrees to act as Registered Agent for FLORIDA DEVELOPMENT CORPORATION.

*[Signature]*  
FRANCES BLISSETT, ESQ.  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 APR 26 PM 2  
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STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared FRANCES BLISSETT, ESQ., to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the county and State named above this 23<sup>rd</sup> day of April, 1996.

*[Signature]*  
Notary Public

Printed Name of Notary

My Commission Expires



19600005732





FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

*P96000036418*

FLORIDA DEVELOPMENT CORPORATION  
7 N.W. 2ND STREET  
SUITE 208  
MIAMI, FL 33128

The Articles of Incorporation for FLORIDA DEVELOPMENT CORPORATION were filed on April 26, 1996, and assigned document number P96000036418. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H96000005732.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact the office at the address given below.

Loria Poole  
Corporate Specialist  
New Filings Section  
Division of Corporations

Letter Number: 296A00020055

96 MAY 31 PM 1:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

*Corp. Address - 2300 Glades Rd.  
Suite 312 W, BOCA RATON, FL.  
33431*

*[Signature]*  
*5/31*

# P96000036418

Requestor's Name  
 16211 N.E. 18 Ave  
 Address  
 N. Miami Beach, Fl 33162  
 City/State/Zip Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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- Walk in   
  Pick up time \_\_\_\_\_   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<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
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Handwritten:*  
 P96000036418  
 Reg Off change only  
 11-26-96

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502(3), 617.0502(3), 607.1508(2), or 617.1508(2), Florida Statutes, the undersigned registered agent of a corporation organized under the laws of the State of Florida submits the following statement in order to change the registered office in Florida.

1. The name of the corporation: Florida Development Corporation

2. The street address of the current registered office:

7 NW 2 Street  
Suite 208  
Miami, Florida 33128

SECRETARY OF STATE  
TALLHASSEE, FLORIDA

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APPROVED  
AND  
FILED

3. The street address of the new registered office:

16211 NE. 18 Avenue  
N. Miami Beach, FL 33162

The corporation has been notified in writing of this change.

The street address of the registered office and the street address of the business office of the registered agent, as changed, will be identical.

Date: 11/21/96

[Signature]  
(Signature of Registered Agent)

FRANCES BLISSETT  
(Printed or Typed Name)