

6/03/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ENTERIC COMPANY

DEPARTMENT OF REVENUE

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STATE OF FLORIDA

SUITE 200

1000 N. W. 10TH AVE.

MIAMI, FL 33136

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROCKAWAY CONBORTIUM INC.

FAX AUDIT NUMBER: H9600000325

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

ROCKAWAY CONSORTIUM INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be ROCKAWAY CONSORTIUM INC. and the initial address of this Corporation shall be 2431 S.W. 86th Avenue  
Miramar, FL 33025

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

Rosemarie D. Robinson FBN. 366900  
18800 NW 2nd Ave. # 105-C (305) 653.6900  
Miami, FL 33169

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ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be at

2431 S.W. 86th Avenue, Miramar, Florida 33025

with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered Agent shall be

Phillip O. Ajayi.

ARTICLE VI

The Corporation shall have at least one Director, with the exact number to be specified by the Stockholders from time to time unless the Stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the Stockholders.

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ARTICLE VII

The names and addresses of the first Directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

PHILLIP OLAOYE AJAYI.  
2431 S.W. 86th Avenue  
Miramar, Fl. 33025

President.

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#### ARTICLE VII

The name and address of the Incorporator is Phillip Olaseye Aiyi  
2431 S.W. 86th Avenue, Miramar, Florida 33025.

#### ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are peculiarly or otherwise interested in, or are Directors of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an officer of such other Corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or officer of such other Corporation, or not so interested.

#### ARTICLE X

The private property of the Stockholders shall not be subject to payment of the corporate debts in any extent.

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ARTICLE XI

The Corporation shall indemnify and insure its officers and Directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 2 day of May, 1996

  
INCORPORATOR

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STATE OF FLORIDA )  
COUNTY OF DADE ) ss:

BEFORE ME, the undersigned authority, personally appeared

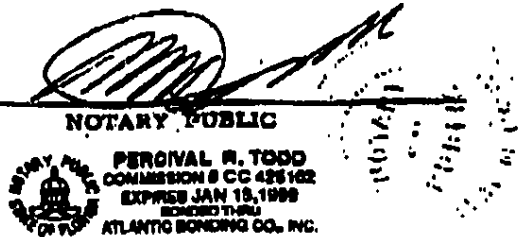
Phillip Olave Alavi.

to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this

2 day of May, 1996.

My Commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED."

In compliance with the Laws of Florida, the following is submitted:

First, that ROCKAWAY CONSORTIUM INC.

desiring to organize under the laws of the State of Florida, has named

PHILLIP OLAOYE AJAYI

State of Florida, as its statutory registered agent.

Having been named the statutory registered agent of the above Corporation at  
the place designated in this certificate, I hereby accept the same and agree to  
act in this capacity, and agree to comply with the provisions of Florida law relative  
to keeping the registered office open.

  
REGISTERED AGENT

DATED THIS 2 day of May  
1996.

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