

P96000043874

1201 HAYS STREET

TALLAHASSEE, FL 32310-0007

3512 0071  
0022 0101

800-141-8008



PROSPECT HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 961246 9643A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : May 21, 1996

ORDER TIME : 11:37 AM

ORDER NO. : 961246

900001882939

CUSTOMER NO: 9643A

CUSTOMER: Terri Dwyer, Legal Assistant  
SACHS & SAX

P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: ~~A-BAR CORP.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

502-672

W96-10837

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 21 AM 8:58

RECEIVED  
96 MAY 21 PM 1:09  
DIVISION OF CORPORATION

5/23/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 21 AM 8:58

May 21, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: A-BAR CORP.  
Ref. Number: W96000010837

## RESUBMIT

Please give original  
submission date as file date.

We have received your document for A-BAR CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 796A00025255

ARTICLES OF INCORPORATION  
OF

CMFD, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 21 AM 8:58

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 and initial address of this Corporation shall be: CMFD, INC., c/o JACF Corp., 1499 W. Palmetto Park Road, #108, Boca Raton, Florida 33486.

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>
10,000	\$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 this Corporation.

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 c/o Sachs & Sax, P.A. 301 Yamato Road, Suite 4150, Boca Raton, Florida 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The

initial registered agent at that address shall be William A. Fragetta, Esq.

#### ARTICLE VI

This 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.

#### ARTICLE VII

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Frank DePasquale	c/o Il Panino 195 Franklin Street Boston, Massachusetts 02110
Charles Moretto	c/o Fleet Yacht Charters World Trade Center 164 Northern Avenue Boston, Massachusetts 02210

#### ARTICLE VIII

The name and address of the incorporator is: William A. Fragetta, Esq., c/o Sachs & Sax, P.A., 301 Yamato Road, Suite 4150, Boca Raton, Florida 33431.

#### 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 pecuniarily or otherwise interested in, or are directors or officers 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 pecuniarily 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 to any extent.

#### ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

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, under the laws 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 20th day of May, 1996.

  
William A. Fragetta, Esq.

STATE OF FLORIDA        )  
                              ) SS:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me on this 20th day of May, 1996, by William A. Fragetta, Esq., as Incorporator of CMFD, INC., on behalf of the Corporation. He is and did not take an oath.

  
Notary Public  
State of Florida at Large  
My Commission Expires:



TERRI DWYER  
COMMISSION # CC 324479  
EXPIRES OCT 31, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245

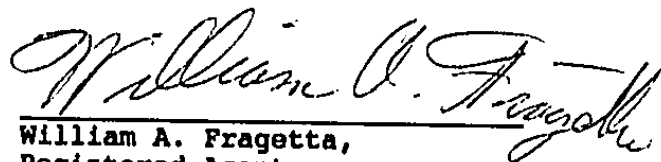
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That CMFD, INC., desiring to organize under the laws of the State of Florida, has named William A. Fragetta, Esq. as its statutory registered agent.

Having been named the statutory 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.

Dated this 20th day of May, 1996.

  
William A. Fragetta,  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 21 AM 8:58