

# **CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*PH 5/28/96*

REQUEST TAKEN CONFIRMED APPROVED

DATE 5/28/96 \_\_\_\_\_

TIME 9:30 \_\_\_\_\_ CK No. \_\_\_\_\_

BY CD \_\_\_\_\_

WALK-IN  
 Will Pick Up \_\_\_\_\_

No 52602

RE: NORAM, Inc FILED

96 MAY 29 PM 12:09

C.O. FEE. DISBURSED  
 TALLAHASSEE, FLORIDA

- ☒ Capital Express™
- ☒ Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- ☒ ( ) Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- O U S-
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, Copies
- Courier Service
- Shipping/Handling
- Phone ( )
- Top Priority
- Express Mail Prep.
- FAX ( ) pgs.

608891841125  
 -05/28/96 81046 817  
 \*\*\*122.50 \*\*\*122.50

## **SUBTOTALS**

FEE.....  
 DISBURSED.....  
 SURCHARGE.....  
 TAX on corporate supplies.....  
 SUBTOTAL.....  
 PREPAID.....  
 BALANCE DUE.....

*5/28/96*  
*9:55*

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**

**OF**

**Noram, Inc.**

**FILED**  
96 MAY 28 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I. CORPORATE NAME.**

The name of the corporation is:

**Noram, 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.**

(1) The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of one dollar (\$1.00) per share.

(2) The capital stock may be paid for by property, labor, or services, at a just valuation to be fixed by the incorporator(s) or by the Board of Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Board of Directors. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on the basis and for such consideration and the issuance of so much of the capital stock as the Board of Directors may decide.

#### ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

#### ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND MAILING ADDRESS.

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

Hussam Sadek  
1460 S.W. 85th Terrace  
Pembroke Pines, Florida 33025

This shall also be the principal office of this Corporation and its mailing address. The Board of Directors from time to time may change the foregoing to any other address within the State of Florida.

#### ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time

to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

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

Hussam Sadek  
1460 S.W. 85th Terrace  
Pembroke Pines, Florida 33025

Mohammed Nour  
19390 Collins Avenue, #1226  
North Miami Beach, Florida 33160

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 qualified, whichever occurs later.

ARTICLE VIII. INCORPORATOR.

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

Hussam Sadek  
1460 S.W. 85th Terrace  
Pembroke Pines, Florida 33025

ARTICLE IX. INDEMNIFICATION.

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders at a meeting of such stockholders and approved by at least a majority of the stockholders entitled to vote. Alternatively, an amendment may be approved by a written statement signed by all directors and stockholders.

#### ARTICLE XI. STOCKHOLDERS

The stockholders of this Corporation may divide themselves into groups for the purpose of obtaining unit control in the Corporation; and when any agreement is made between stockholders owning at least eighty percent (80%) of the stock then outstanding in the Corporation, such agreement shall be binding upon the Corporation, and shall be recognized by the Board of Directors and shall be observed by the Officers and Agents of the Corporation; and particularly, the stockholders are authorized to include in such agreement, entered into among themselves, the following as valid matters of agreement, to wit:

(1) The manner and method in which and the persons by whom directors may be elected.

(2) Any limitation upon the transferability or assignment of the stock of the Corporation.

(3) The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any additional stock.

FILED

96 MAY 28 PM 12:09

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE OF STATE  
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes,  
the following is submitted:

That Noram, Inc., desiring to organize or qualify  
under the law of the State of Florida, has named Hussam  
Sadek, as its registered agent to accept service of process  
within Florida at 1460 S.W. 85th Terrace, Pembroke Pines,  
Florida 33025, which address is also designated as the registered  
office of the corporation first mentioned above.

  
\_\_\_\_\_  
Hussam Sadek

Title: Incorporator

Date: May 24, 1996

Having been named registered agent to accept service of  
process for the above-named corporation, at the place designated  
in this certificate, Hussam Sadek, hereby agrees to act  
in that capacity and further agrees to comply with the  
provisions of all statutes relative to the proper and complete  
performance of such duties.

  
\_\_\_\_\_  
Hussam Sadek

Date: May 24, 1996

(4) Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements among the stockholders shall continue to be binding upon the Corporation until there is filed with the Secretary of the Corporation, a written instrument, signed by the persons who originally created such stockholders' agreements (or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholders' agreements) consenting to the revocation and cancellation of the agreements among the stockholders.

Executed by the undersigned on May 24, 1996.

  
\_\_\_\_\_  
Hussam Sadek, Incorporator