

*P96000046128*

**BENSON, MOYLE & CHAMBERS**  
ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
NATIONSBANK TOWER II  
ONE FINANCIAL PLAZA, SUITE 1600  
FORT LAUDERDALE, FLORIDA 33304-1007

WILLIAM H. BENSON, P.A.  
BERNARD T. MOYLE, P.A.  
STEWART H. CHAMBERS, P.A.  
MARK S. MUCCI

KAREN E. ERSTEIN  
HOPE L. PLEVY  
EVAN H. PLOTKA  
LEE A. WEINTHAUD

MARSHALL J. COOPER, P.A., OF COUNSEL

BROWARD (954) 884-8800  
DADE (305) 944-3311  
PALM BEACH (407) 734-4666  
FACSIMILE (954) 463-8983

May 22, 1996

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314

700001037217  
05/23/96--01063--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of TWO BEST PALS, INC.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$70.00 representing the filing fee regarding:

**TWO BEST PALS, INC.**

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed Federal Express.

Thank you for your cooperation in this regard.

Very truly yours,

**BENSON, MOYLE & CHAMBERS**

*Lori Bangor*

Lori S. Bangor,  
Paralegal for the Firm

FILED  
96 MAY 23 AM 9:39  
TALLAHASSEE, FLORIDA

Isb  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
TWO BEST PALS, INC.**

FILED  
RECORDED 11-19-39  
CLERK OF THE COUNTY OF DADE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is TWO BEST PALS, INC. whose principal place of business is 7311 SW 13th Street, Plantation, Florida, 33317.

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV**

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

**ARTICLE V**

The address of its initial registered office is One Financial Plaza, NationsBank Tower, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Mark S. Mucci, Esquire.

#### **ARTICLE VI**

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

Paul F. Ferraldo  
7311 SW 13th Street  
Plantation, Florida 33317

Barbara Leishman  
7311 SW 13th Street  
Plantation, Florida 33317

#### **ARTICLE VII**

The name and address of the incorporator is:

Mark S. Mucci, Esq.

NationsBank Tower  
One Financial Plaza  
Suite 1600  
Ft. Lauderdale, Fl. 33394

#### **ARTICLE VIII**

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

#### **ARTICLE IX**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE X**

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by holder to all shares

of common stock currently authorized

**ARTICLE XI**

Pursuant to Florida Statute Section 607.0203, the effective date of the commencement of corporate existence is the 22nd day of May, 1996, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

**IN WITNESS WHEREOF, THE UNDERSIGNED** has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 22nd day of May, 1996.

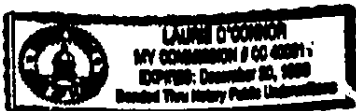
  
\_\_\_\_\_  
Mark S. Mucci, Esq.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Mark S. Mucci, Esq. who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft Lauderdale, in said County and State this 22nd day of May, 1996.



  
\_\_\_\_\_  
Notary Public, State of Florida

Printed Name: Laurie O'Connor

My Commission Expires:


ACKNOWLEDGMENT OF REGISTERED AGENT.

NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION # 001939  
EXPIRES 12/30/98

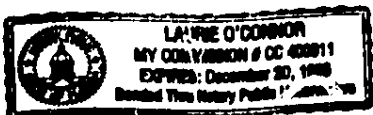
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Mark S. Mucci, Esq. who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1993) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

  
\_\_\_\_\_  
Mark S. Mucci, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 22nd day of May, 1996.



  
\_\_\_\_\_  
Notary Public, State of Florida

Printed Name: Laurie O'Connor

My Commission Expires: