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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF  
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TALLAHASSEE FL 32309

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: N E ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000008399

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ARTICLES OF INCORPORATION  
OF

N. E. ENTERPRISE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: N. E. Enterprise, Inc.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be: to engage in and carry on any activity or business permitted under the laws of the United States and the state of Florida, and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, and in any part of the world.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock at One Dollar (\$1.00) par value each, which shares shall be designated "Common Shares".

Prepared by: Robert Kahn.  
8211 W. Broward Blvd. Pent. 4  
Plantation, FL 33324  
305-475-8880  
FBN. 267791

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ARTICLE IVTERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VAMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred and No/100 Dollars (\$500.00).

ARTICLE VIADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

M.R. Enterprise, Inc.  
8211 W. Howard Blvd.  
Penthouse 4  
Plantation, FL 33324

The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VIIDIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders without the necessity of formal amendment hereof, but shall never be less than two (2).

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ARTICLE VIIIINITIAL BOARD OF DIRECTORS

The name and post office addresses of the members of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until a successor is elected and has qualified, are:

Marvin Sirotowits  
8211 West Broward Blvd.  
Penthouse 4  
Plantation, FL 33324

Mr. Tilton Weinstein  
8211 West Broward Blvd.  
Penthouse 4  
Plantation, FL 33324

ARTICLE IXSUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation and the number of shares he agrees to take are:

Marvin Sirotowits - 7,500 shares  
8211 West Broward Boulevard  
Penthouse 4  
Plantation, FL 33324

ARTICLE XOFFICERS

The names and street addresses of the officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have duly qualified, are as follows:

Tilton Weinstein - President/Treasurer  
Marvin Sirotowits - Vice President/Secretary

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**ARTICLE XI****AMENDMENT OF ARTICLES**

The 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, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and a majority of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made, in which event these Articles of Incorporation may be amended in such manner.

**ARTICLE XII****REGISTERED AGENT**

The name and address of the initial Registered Agent of the corporation who shall accept service of process within this State on behalf of the corporation is as follows:

NAME  
ROBERT M. KAHN, ESQ.

ADDRESS  
KAHN & GUTTER  
Paine Webber Plaza, Penthouse 4  
8211 West Broward Boulevard  
Plantation, FL 33324

IN WITNESS WHEREOF, the undersigned, being the original subscriber(s) to the foregoing Articles of Incorporation, has (have) set his (their) hand(s) and seal(s) this 16<sup>th</sup> day of June, 19 96.

  
Marvin Sirotovitz

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ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge acceptance of the appointment as  
Registered Agent upon whom service of process may be made.

Robert M. Kahn

ROBERT M. KAHN, Esq.

STATE OF FLORIDA )

ss:

COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this  
18 day of JUNE, 1976, by MARWA SIROUSSI,  
who is personally known to me and who did take an  
oath.

Robert M. Kahn

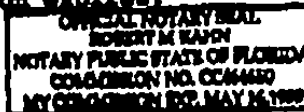
(SEAL)

Notary Public, State of Florida

Name: Robert M. Kahn

Commission number: \_\_\_\_\_

My Commission expires: \_\_\_\_\_



STATE OF FLORIDA )

ss:

COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this  
12th day of June, 1976, by Robert M. Kahn,  
who is personally known to me and who did take an  
oath.

Carol Ann Lagomastri

(SEAL)

Notary Public, State of Florida

Name: Carol Ann Lagomastri

Commission number: \_\_\_\_\_

My Commission expires: \_\_\_\_\_



CAROL ANN LAGOMASTRI  
My Commission Expires  
Expires Dec. 31, 1980