

P96000057802

JUN 21, 1996

SECRETARY OF STATE  
DIVISION OF INCORPORATION  
PO BOX 6327  
TALLAHASSEE, FLORIDA 32314

800001887748  
-07/09/96--01094--014  
\*\*\*\*122.50 \*\*\*\*122.50

GORING & SHAKUR ENTERPRISES, INC.  
1028 NW 64TH STREET  
MIAMI, FLORIDA 33150

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

FILED  
96 JUL - 8 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VERY TRULY YOURS,

7-10-96

TB

Cecil Goring

CECIL GORING  
1028 NW 64TH STREET  
MIAMI, FLORIDA 33150

**ARTICLE OF INCORPORATION**

**OF**

**GORING & SHAKUR ENTERPRISES, INC.  
1028 NW 64TH STREET  
MIAMI, FLORIDA 33150**

FILED  
JUL 11 8 48 AM '68  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPAL OFFICE AND MAILING ADDRESS IS: 1028 NW 64TH STREET, MIAMI, FLORIDA 33150.**

**ARTICLE II**

**THIS CORPORATION SHALL HAVE ALL THE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED BY LAW.**

**ARTICLE III**

**THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.**

**ARTICLE IV**

**THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.**

**ARTICLE V**

**EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE (S) THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.**

**ARTICLE VI**

**THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 1028 NW 64TH STREET, MIAMI, FLORIDA 33150 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: GLORIA W. GORING.**

**ARTICLE VII**

**THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY, THE NUMBERS OF DIRECTORS MAY BE EITHER INCREASE OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS:**

**CECIL GORING  
1028 NW 64TH STREET  
MIAMI, FLORIDA 33150**

**PRESIDENT**

**DARLENE C. GORING  
1028 NW 64TH STREET  
MIAMI, FLORIDA 33150**

**VICE-PRESIDENT**

**WAYNE A. GORING  
1028 NW 64TH STREET  
MIAMI, FLORIDA 33150**

**SECRETARY/TREASURER**

**ARTICLE VIII**

**THE NAME AND ADDRESS OF THE INCORPORATION SIGNING THESE ARTICLES OF INCORPORATION IS:**

**CECIL GORING  
1028 NW 64TH STREET  
MIAMI, FLORIDA 33150**

**ARTICLE IX**

**THE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.**

**ARTICLE X**

**THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW.**

**ARTICLE XI**

**THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.**

**ARTICLE XII**

**MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACT BY EACH DIRECTOR IN PERSON.**

**ARTICLE XIII**

**THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.**

**ARTICLE XIV**

**THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.**

**ARTICLE XV**

**THIS CORPORATION RESERVES THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED TO HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.**

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE  
ARTICLES OF INCORPORATION, THIS 21 DAY OF June 1996 AT MIAMI,  
COUNTY OF DADE, STATE OF FLORIDA.

Cecil Doring

Odys C. [Signature]

Wayne D. Doring

George A. Collins  
NOTARY PUBLIC STATE OF FLORIDA



GEORGE A. COLLINS  
My Comm Exp. 2/2898  
Bonded By Service Inc  
No. OC531745  
11/28/95

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

Cecil Darling  
W.C. [Signature]

Wayne A. Darling

KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE FORGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 21<sup>st</sup> OF June, 1996.

G.A.C. [Signature]  
NOTARY PUBLIC STATE OF FLORIDA



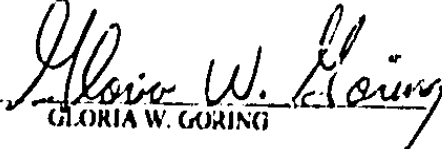
GEORGE A. COLLINS  
My Comm. Exp. 2/28/98  
Bonded By Service Inc  
No. CC331743  
(1) Notary Public (2) Notary S.B.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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FILED  
98 JUL -8 AM 11:48  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
GLORIA W. GORING