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7/1/96 FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FROM EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135- 302-4010  
TALLAHASSEE, FL 32399  
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(((H98000009831))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: S.I.I., INC.  
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EMPIRE CORPORATE KIT

P.01/03



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 16, 1996

**EMPIRE CORPORATE KIT COMPANY**  
**1492 W FLAGLER STREET**  
**SUITE 200**  
**MIAMI, FL 33135**

**SUBJECT: S.I.I., INC.**  
**REF: W96000014804**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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Dana Calloway  
Document Specialist

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**ARTICLES OF INCORPORATION  
OF  
S.I.I., Inc.**

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**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is:

**S.I.I., Inc.**

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Florida Secretary of State.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business. Specifically, this corporation will engage in selling imported furniture and other items.

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of one dollar par value common stock.

**ARTICLE V  
RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI  
PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

Timothy S. Kingcade  
2903 Salzedo St.  
Coral Gables, FL 33134  
(305) 446-0163  
FL. Bar No.

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**ARTICLE VII**  
**INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT**  
 /principal

The street address of the initial registered office of this corporation is:

**820 S. Dixie Highway  
 West Palm Beach, FL 33401**

The name of the initial registered agent of this corporation at that address is:

**John L. Tolliver**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: \_\_\_\_\_

  
 as Registered Agent

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have (1) Director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President:  
 Vice President:  
 Treasurer:  
 Secretary:

JOHN L. TOLLIVER  
JOHN L. TOLLIVER  
JOHN L. TOLLIVER  
JOHN L. TOLLIVER

**ARTICLES IX**  
**INCORPORATORS**

The names and addresses of the persons signing these Articles are:

**John L. Tolliver  
 820 S. Dixie Highway  
 West Palm Beach, FL 33401**

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## **ARTICLES X BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE XI RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares held by the shareholders may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders and this corporation.

## **ARTICLE XII CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

## **ARTICLE XIII CALLING OF SPECIAL MEETINGS**

Special meetings of the shareholders may be called by the Board of Directors.

## **ARTICLE XIV SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XV AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of JULY, 1996.

John L. Talliver  
Subscriber (print name) JOHN L. TALLIVER

**NOTARY CERTIFICATE**

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared \_\_\_\_\_, to me known to be the person described in and who executed the attached ARTICLES OF INCORPORATION and that they acknowledged before me that they executed the same. I relied upon the following forms of identification of the above named person(s): (X) Florida Drivers License ( ) Known Personally and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this \_\_\_\_\_ day of July, 1996

(Seal)

My Commission Expires:

Elena C. Dominguez  
Notary Signature



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TALLAHASSEE, FLORIDA

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