

1200 HAYS STREET
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P96000060715



POSTAGE & FEE SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 025394 6099A

AUTHORIZATION : Patricia Pizich

COST LIMIT : \$ 70.00

ORDER DATE : July 19, 1996

ORDER TIME : 11:22 AM

ORDER NO. : 025394

CUSTOMER NO: 6099A

700001899327

CUSTOMER: Ms. Laraine C. Charbonneau
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. Flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: MBE OF PALM BEACH COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 PM 3:15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 PM 12:12
7/19/96

1858H

ARTICLES OF INCORPORATION

OF

MBE OF PALM BEACH COUNTY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 PM 3:15

The undersigned hereby established the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be MBE OF PALM BEACH COUNTY, INC. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 177 U.S. Highway One, Tequesta, FL 33469.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter

conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts mandatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401 and the name of the initial registered agent of this Corporation at that address is Paul A. Krasner, Esquire.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

Jeff Alianiello

177 U.S. Highway One
Tequesta, FL 33469

ARTICLE IX

By-Laws

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

ARTICLE X

Indemnification

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 PM 3:15

ARTICLE XI

Incorporator

The name and address of the person signing these Articles are as follows: Paul A. Krasker, Esquire, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of July, 1996.

Paul A. Krasker

Paul A. Krasker

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of July, 1996, by Paul A. Krasker, as Incorporator of MBE OF PALM BEACH COUNTY, INC., on behalf of the Corporation, and he is personally known to me ~~or has produced~~ as identification and did take an oath.

Laraine C. Chardonneau
Notary Name: LARAINC. CHARDONNEAU

Notary Public

Serial (Commission) Number
(if any) CC 406614

(NOTARY STAMP)

I hereby accept appointment as Registered Agent of MBE OF PALM BEACH COUNTY, INC. as provided in Article VII, hereof.

Paul A. Krasker

Paul A. Krasker
Registered Agent



P96000060715



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 492255

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
97 AUG -8 PM 3:45
TALLAHASSEE, FLORIDA
6099

ORDER DATE : August 11, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 492255-005

CUSTOMER NO: 6099A

CUSTOMER: Ms. Laraine C. Charbonneau
Moyle Flanigan Katz Fitzgerald
625 N. Flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

600002255005-13
08/11/97-01117-017
*****35.00 *****35.00

*Name
Change
Amend*

DOMESTIC AMENDMENT FILING

NAME: MBE OF PALM BEACH
COUNTY, INC.

EFFECTIVE DATE: 8/11/97

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

RECEIVED
97 AUG 11 PM 12:20
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
OF
MBE OF PALM BEACH COUNTY, INC.,
a Florida corporation

FILED
97 AUG 11 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of amending the Articles of Incorporation of MBE OF PALM BEACH COUNTY, INC., as filed with the Secretary of State, Division of Corporations, on July 19, 1996, by and under the provisions of Section 607.1006, Florida Statutes, which provides for the amendment of the Articles of Incorporation of a corporation for profit:

1. Article 1 of the Articles of Incorporation of MBE OF PALM BEACH COUNTY, INC., is hereby restated as follows:

The name of this Corporation shall be 1128 ROYAL PALM, INC.

2. This amendment to the Articles of Incorporation was adopted on the 31 day of May, 1997.
3. This amendment was unanimously approved by the shareholders of the corporation, which unanimous consent was sufficient for approval of the amendment.
4. In all other respects, the Articles of Incorporation shall remain in full force and affect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 31 day of May, 1997.

MBE OF PALM BEACH COUNTY, INC.

By: Jeff Alianجيلو
Jeff Alianجيلو, its President

Attest:

By: Randy Grossman (scal)
Randy Grossman, its Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31 day of May, 1997, by Jeff Alianillo, as President of MBE OF PALM BEACH COUNTY, INC., a Florida Corporation, on behalf of the corporation, and

☒ he/she is personally known to me, or
_____ has produced _____ as identification.



(NOTARY STAMP)

Michelle Nilsson
Notary Name: Michelle Nilsson
Notary Public
Serial (Commission) Number
(if any) CC 636180

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31 day of May, 1997, by Randy Grossman, as Secretary of MBE OF PALM BEACH COUNTY, INC., a Florida corporation, on behalf of the corporation, and

☒ he/she is personally known to me, OR
_____ has produced _____ as identification.



(NOTARY STAMP)

Michelle Nilsson
Notary Name: Michelle Nilsson
Notary Public
Serial (Commission) Number
(if any) CC 636180

ACTION OF SHAREHOLDERS IN WRITING
IN LIEU OF MEETING

MBE OF PALM BEACH COUNTY, INC.
a Florida corporation

The undersigned shareholders, being all of the shareholders of MBE OF PALM BEACH COUNTY, INC., take the following unanimous action in writing in lieu of a meeting, pursuant to Section 607.0704, Florida Statutes, as of this 31 day of May, 1997:

RESOLVED, that the undersigned shareholders, being all of the shareholders of MBE OF PALM BEACH COUNTY, INC., approve the Articles of Amendment herein proposed and recommended by the Board of Directors, whereby, the name of the Corporation shall be changed to 1128 ROYAL PALM, INC., as provided for in the Articles of Amendment.


Jeffery J. Alaniello, Shareholder


Randy Grossman, Shareholder