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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PALM BEACH INDUSTRIES, INC.  
FAX AUDIT NUMBER: H96000010013  
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R.A. Campbell  
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07/10/96 11:10 P1. Dept. of State p1 /1



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

July 19, 1996

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: PALM BEACH INDUSTRIES, INC.**  
**REF: W96000018110**

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

The document must contain written acceptance by the registered agent, (i.e. "I heraby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Peole  
Corporate Specialist

FAX Aud. #: E96000010013  
Letter Number: 896A00035036

JUL-18-1996 16:10

EMPIRE CORPORATE KIT

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(5)

Gary J. Rotella, Esq.  
500 E. Broward Blvd. PH2  
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FBN. 281115  
(954) 763.2500

**ARTICLES OF INCORPORATION**

**OF**

**PALM BEACH INDUSTRIES, INC.**

I, the undersigned, hereby execute the following document 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**

The name of the Corporation shall be **PALM BEACH INDUSTRIES, INC.**

**ARTICLE II.**  
**DURATION**

The corporation shall have perpetual existence.

**ARTICLE III.**  
**PURPOSE**

The corporation shall be entitled to engage in any and all lawful activities or business permitted under the laws of the United States and of this State. This corporation reserves the right if it so wishes to elect to be an 1120 Subchapter S corporation and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue

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Service Code and all other rights contained therein and may elect to receive all rights of Section 1244 of the Internal Revenue Service Code of 1954 as amended.

**ARTICLE IV.**  
**CAPITAL STOCK**

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Hundred (100) shares.

**ARTICLE V.**  
**CAPITALIZATION**

The corporation will begin business with not less than One Hundred Dollars (\$100).

**ARTICLE VI.**  
**REGISTERED AGENT**

The name and address of the initial registered agent of the corporation is Joseph E. Spagnolo, 2720 NW 108 Avenue, Sunrise, Florida 33322.

**ARTICLE VII.**  
**REGISTERED OFFICE**

The initial registered office of this Corporation shall be:

2720 NW 108 Avenue  
Sunrise, Florida 33322

**ARTICLE VIII.**  
**CORPORATE OFFICES**

The principal place of business of the Corporation shall be 2720 NW 108 Avenue, Sunrise, Florida, 33322, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

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**ARTICLE IX  
DIRECTORS**

- A. The Corporation shall have not less than one (1) nor more than three (3) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.
- B. The names and addresses of the members of the first Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

**JOSEPH E. SPAONOLO**2720 NW 108 Avenue  
Sunrise, Florida 33322

- C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:
1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.
  2. To purchase and sell real and/or personal property, and to authorize and cause to be executed mortgages or other instruments upon or encumbering the real and personal property of the Corporation.
  3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate

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business, upon such terms and conditions as the Board of  
Directors deem expedient.

**ARTICLE X**  
**INCORPORATORS**

The name and address of the person signing these Articles is:

JOSEPH E. SPAGNOLO

<sup>(4)</sup>  
2720 108 Avenue  
Sunrise, Florida 33322

**ARTICLE XI**  
**OFFICERS**

The names and addresses of the initial officers of this Corporation are as follows:

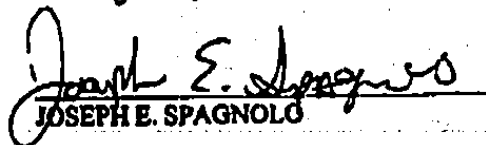
Joseph E. Spagnolo  
President & Sec/Treas.

<sup>(4)</sup>  
2720 108 Avenue  
Sunrise, Florida 33322

**ARTICLE XII**  
**AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 12 day of July, 1996.

  
JOSEPH E. SPAGNOLO

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STATE OF FLORIDA )  
 ) ss.  
 COUNTY OF BROWARD )

I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared JOSEPH E. SPAGNOLO, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Florida, this  
12 day of July, 1996.

Gina M. Wojciechowski  
 NOTARY PUBLIC  
Gina M. Wojciechowski  
 Print Name

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That PALM BEACH INDUSTRIES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 2720 108 Avenue, Sunrise, Florida 32177, has named Joseph E. Spagnolo, 2720 108 Avenue, Sunrise, Florida 33322, as its registered agent to accept service of process within this State.

Signature: Joseph E. Spagnolo  
 JOSEPH E. SPAGNOLO  
 President / Sec. & Treas.

DATE: July 12, 1996

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EMPIRE CORPORATE KIT

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I having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Joseph E. Spagnolo  
JOSEPH E. SPAGNOLO

DATED: July 12, 1996

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