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STATE OF FLORIDA SUITE 200
409 EAST PALMER STREET MIAMI, FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STOMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770

((H96000011823))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FLORIDA ESTATES & INVESTMENTS, INC.

FAX AUDIT NUMBER: H96000011823

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/23/1996

TIME REQUESTED: 13:45:50

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CERTIFICATE OF STATUS: 0

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**ARTICLES OF INCORPORATION
OF
FLORIDA ESTATES & INVESTMENTS, INC.**

96 AUG 23 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, desiring to form 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, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I. NAME

The name of the corporation is:

FLORIDA ESTATES & INVESTMENTS, INC.

ARTICLE II. EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of this State.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 6000 shares of common stock, each having a \$1 par value per share.

Prepared by: Frances Blissett, Esq.
7 N.W. 2 Street, Suite 208
Miami, FL 33128
(305) 375-6700
Florida Bar #0044921

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EMPIRE CORPORATE KIT

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ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be Frances Blissett, Esq., 7 N.W. 2nd Street, Suite 208, Miami, Florida 33128, and the name of the initial registered agent of the corporation at the address is , who hereby is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE VI. PRINCIPAL ADDRESS AND REGISTERED OFFICE ADDRESS

The corporation's principal office is located at:
2300 Glades Road,
Suite 312W
Boca Raton, Florida 33431

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than one (1). The name and address of the director of this corporation is:

Jochen Lucke President/Secretary/Treasurer
2300 Glades Road
Suite 312W
Boca Raton, Florida 33431

ARTICLE VIII. SUBSCRIBERS

The name and address of the Incorporator signing these Articles of Incorporation is:
Jochen Lucke, 2300 Glades Road, Suite 312W, Boca Raton, Florida 33431.

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ARTICLE IX. ALIENATION OF SHARES

No Shareholder of the Corporation may sell or transfer his shares to another without first offering them to the other shareholders of the Corporation, and he must offer them at the same price.

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE XI. DIRECTORS' COMPENSATION

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

ARTICLE XII. AMENDMENT OF ARTICLES

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.


INCORPORATOR

STATE OF FLORIDA)

COUNTY OF DADE)

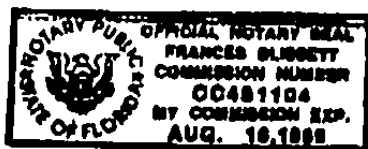
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BEFORE ME, the undersigned authority, personally appeared JOCHEN LUCKE, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the puposes therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 22 day of August, 1996.


Notary Public



Printed Name of Notary

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

THE UNDERSIGNED hereby notifies that she has accepted the position and agrees to act as Registered Agent for FLORIDA ESTATES & INVESTMENTS, INC.


FRANCES BLISSETT, ESQ.

STATE OF FLORIDA)

COUNTY OF DADE)

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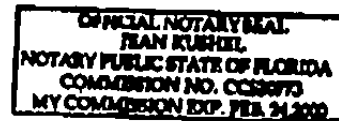
BEFORE ME, the undersigned authority, personally appeared FRANCES BLISSETT, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the puposes therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 23 day of August, 1996.

FRANCES BLISSETT
FL DRIVERS LICENSE

Jean Kushel
Notary Public
JEAN KUSHEL
Printed Name of Notary

My Commission Expires:



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TALLAHASSEE, FLORIDA

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Francis Blissett
Requestor's Name
16211 N.E. 18 Ave.
Address
N Miami Beach, Fl 33162
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Reg Off days only
11-24-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE FOR CORPORATIONS

Pursuant to the provisions of section 607.0502(3), 617.0502(3), 607.1508(2), or 617.1508(2), Florida Statutes, the undersigned registered agent of a corporation organized under the laws of the State of submits the following statement in order to change the registered office in Florida.

1. The name of the corporation: Florida Estates &
Investments, Inc.

2. The street address of the current registered office:

7 NW 2 Street
Suite 208
Miami, FL 33128

3. The street address of the new registered office:

16211 NE 18 Avenue
N. Miami Beach, FL 33162

The corporation has been notified in writing of this change.

The street address of the registered office and the street address of the business office of the registered agent, as changed, will be identical.

Date: 11/21/96


(Signature of Registered Agent)

FRANCES BISSETT
(Printed or Typed Name)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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