

P96000071764



PROFESSIONAL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 065878 7114843

AUTHORIZATION :

COST LIMIT : \$PPD

ORDER DATE : August 26, 1996

ORDER TIME : 3:59 PM

ORDER NO. : 065878

CUSTOMER NO: 7114843

CUSTOMER: Ms. Edith S. Harvey
OAKWINGS MANAGEMENT CORP.

13727 S.w. 152nd Street
Suite 108
Miami, FL 33177

500001932325
-08/27/96--01024--017
*****70.00 *****70.00

DOMESTIC FILING

NAME: OAKWINGS MANAGEMENT CORP.

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: Lori R. Dunlap

EXAMINER'S INITIALS:

634-
W96-17956

8/28/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 27 PM 3:34



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

RECEIVED
96 AUG 28 PM 12:23
DIVISION OF CORPORATIONS

August 27, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: OAKWINGS MANAGEMENT CORP.
Ref. Number: W96000017956

RESUBMIT

Please give original
submission date as file date.

We have received your document for OAKWINGS MANAGEMENT CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 596A00040507

RESUBMIT

Please give original
submission date as file date.

RECEIVED
96 AUG 27 PM 3:35
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
CORPORATIONS

96 AUG 27 PM 3:35

ARTICLES OF INCORPORATION

OF

OAKWINGS MANAGEMENT CORP.

ARTICLE I - NAME

The name of this corporation is OAKWINGS MANAGEMENT CORP., a Florida Corporation.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: to buy sell, exchange, and generally deal in real properties, improved and unimproved, and interests in real properties, including but not limited to options, purchase and sales agreements and leases thereon, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or sell, any property real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal

property of every kind and description; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restrictions or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description.

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

To do all or any thing necessary, suitable, useful, proper or admissible for the accomplishment of any of the purposes of, or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States and elsewhere; and to do any other act or acts, thing or things incidental or pertinent to or connected with the business herein before described; or any part or parts thereof is not inconsistent with the laws of the state under which this corporations is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of ONE DOLLAR (\$1.00) par value.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding Common Shares.

ARTICLE VI - 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 issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the principle address of this corporation is 13727 S. W. 152nd Street, Suite 108, Miami, Florida, 33177 and the name of the initial registered agent of this corporation is EDITH S. HARVEY.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than 1. The name and address of the initial director of the corporation is: EDITH S. HARVEY, 13727 S. W. 152nd Street, Suite 108, Miami, Florida, 33177.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:
EDITH S. HARVEY, 13727 S. W. 152nd Street, Suite 108, Miami,
Florida, 33177.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be
vested in the shareholders.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every 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 his shares, or
by distributing such votes on the same principle among any number
of such candidates.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a
stockholder holding not less than 10% of the capital stock.

ARTICLE XIII - OFFICERS

The names and street addresses of the officers of this
corporation who shall hold office for the first year of the
corporation's existence or until their successors are elected and
qualified are as follows:

Edith S. Harvey, President
13727 S. W. 152nd Street, Suite 108
Miami, Florida, 33177

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51) per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one (51) per cent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - INDEMNIFICATION

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

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.

ARTICLE XVI - STOCK

The capital stock of the corporation shall be issued in accordance with the provisions of section 1244, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 23 day of August 1996.

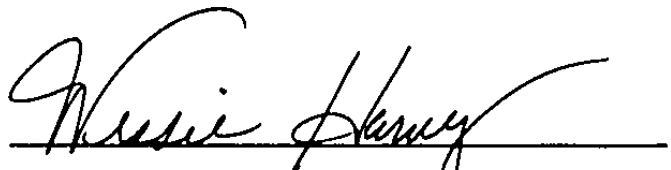
Edith S. Harvey
EDITH S. HARVEY , Subscriber

STATE OF MISSISSIPPI

COUNTY OF WALTHALL

Before me, a NOTARY PUBLIC authorized to take acknowledgments in the state and county set forth above, personally appeared EDITH S. HARVEY, known to me to be the person who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforementioned on this 23rd day of August, 1996.

A handwritten signature in cursive script, appearing to read "Missie Harvey", is written over a horizontal line.

NOTARY PUBLIC, STATE OF MISSISSIPPI

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: Feb. 5, 1998.
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS.

CERTIFICATE designating place of business or domicile for the service of process within Florida, naming agent upon whom process

may be served.

FILED
CLERK OF STATE
CORPORATIONS
96 AUG 27 PM 3:35

In compliance with section 48.091, Florida statutes, the following is submitted:

First - that OAKWINGS MANAGEMENT CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named . Edith S. Harvey, Resident Agent, located at 13727 S. W. 152nd Street, Suite 108, Miami, Florida, 33177, State of Florida as its agent to accept service of process within Florida.

Signature Edith S. Harvey
(Corporate Officer)
Edith S. Harvey
Title.....President
Date:.....August 13, 1996

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

Signature Edith S. Harvey
(Corporate Officer)
Edith S. Harvey
DateAugust 13, 1996