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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)641-3694

ACCT#: 072450003255

FAX #: (305)641-3770

NAME: RUDY & RUDI VENTURES, INC.

AUDIT NUMBER.....H96000012745

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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EMPIRE CORPORATE KIT
ARTICLES OF INCORPORATION
OF
RUDY & RUDI VENTURES, INC.

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I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

RUDY & RUDI VENTURES, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.
The Corporation shall commence its existence as of the date of filing of the Articles.

ARTICLE III

PURPOSE

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

ARTICLE IV

PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation, or the mailing address of the Corporation shall be:

18245 S.W. 78th Place
Miami, Florida 33157

Prepared by:
Paul H. Freeman
9100 S. Dadeland Blvd. #1408
Miami, FL 33156
ph: (305)670-6999
Florida Bar #161840

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ARTICLE V

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CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	7,000
Par Value Per Share	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE VI

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

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ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

0100 South Dadeland Blvd.
Suite 1400
Miami, Florida 33156

The name of the initial Registered Agent of this Corporation at the aforementioned address is: PAUL H. FREEMAN.

ARTICLE VIII

INCORPORATOR

The name and address of each Incorporator is as follows:

ROBERT J. SHAPIRO
18245 S.W. 78 Place
Miami, Florida 33157

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of two (2) members whose names and addresses are as follows:

Robert J. Shapiro
18245 S.W. 78 Place
Miami, Florida 33157

and

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Harriet G. Shapiro
18245 S.W. 78 Place
Miami, Florida 33157

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ARTICLE X
MISCELLANEOUS

A. The initial officers of the Corporation and their addresses shall be as follows:

President Robert J. Shapiro
18245 S.W. 78 Place
Miami, Florida 33157

Vice President/
Secretary Harriet G. Shapiro
18245 S.W. 78 Place
Miami, Florida 33157

B. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

C. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.

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

E. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he

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shall make objection at such meeting to any defect or insufficiency of notice.

F. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

G. No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, of Officers of, such other Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ____ day of September, 1996.


ROBERT J. SHAPIRO

STATE OF FLORIDA
COUNTY OF DADE

EXECUTION OF the foregoing instrument was acknowledged before me this ____ day of September, 1996, by ROBERT J. SHAPIRO, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take an oath.

Description of identification produced: _____


NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: _____ (Affix Notary Seal)
COMMISSION NO.: _____
COMMISSION EXP. DATE: _____
Notary Name/Commission No./Exp. Date - type or printed

ALEXANDRA L. BORGES
My Commission CC526620
Expires Oct. 31, 1997

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The undersigned hereby accepts designation as Registered Agent of the Corporation.


PAUL H. FREEMAN

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