

P96000078250

**OSSINSKY AND KROL**  
ATTORNEYS AND COUNSELLORS AT LAW  
VOLUBIA EXECUCENTER  
101 CORSAIR DRIVE  
SUITE 200  
DAYTONA BEACH, FLORIDA 32114-3880

LOUIS OSSINSKY, SR. (1908-1971)  
JOSEPH D. KROL  
LOUIS OSSINSKY, JR.

TELEPHONE  
(904) 258-8781  
FAX  
(904) 258-8847

September 17, 1996

Division of Corporations  
ATTENTION: New Filing Section  
Post Office Box 6327  
Tallahassee, Florida 32314

400001952144  
-09/19/96--01101--012  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: 218-222 Scabreeze, Inc.

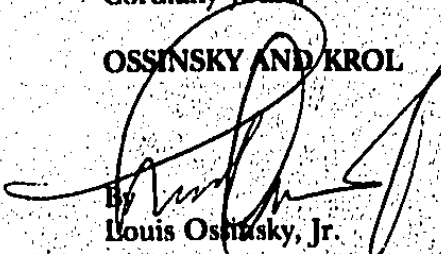
Dear Sir/Madam:

Enclosed please find original and one copy of proposed Articles of Incorporation and Designation of Resident Agent duly executed for the above mentioned corporation. If you find same to be in order, please file the original and certify the enclosed copy and return to our office.

Also enclosed is check in the amount of \$122.50 for filing fee.

Cordially yours,

OSSINSKY AND KROL

By   
Louis Ossinsky, Jr.

LOJR/ks

Enclosures

FILED  
96 SEP 19 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER SEP 20 1996

**ARTICLES OF INCORPORATION  
OF  
218-222 SEABREEZE, INC.**

**FILED**  
96 SEP 19 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is 218-222 SEABREEZE, INC.

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity from the date of the filing of these Articles of Incorporation.

**ARTICLE III - PURPOSES**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of common stock, without par value. The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

**ARTICLE V - INITIAL PRINCIPAL AND REGISTERED OFFICE AND AGENT**

The street address of the initial principal and registered office of this corporation is 218-222 Seabreeze Blvd., Daytona Beach, Florida 32118, and the name of the initial registered agent of this corporation at that address is JACOB MAIMON.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation may have a board of directors, if elected by the shareholders, in which event the number of directors shall be as set by the shareholders.

from time to time. The corporation shall initially operate as a close corporation as provided by law. The business of the corporation shall be managed by the shareholders rather than by a board of directors until such time as the shareholders shall by majority vote elect to have a board of directors and set the number thereof, hold nominations and elections to fill such positions, and such board of directors is elected and qualified to fill said positions.

#### **ARTICLE VII - INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is JACOB MAIMON, 1329 Golfview Drive, Daytona Beach, Florida 32114.

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the shareholders. At such time that a board of directors is created by the shareholder, the power to adopt, alter, amend and repeal bylaws shall be vested in the board of directors and the shareholders.

#### **ARTICLE IX - ISSUANCE OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set forth opposite names:

|              |            |
|--------------|------------|
| JACOB MAIMON | 100 shares |
|--------------|------------|

#### **ARTICLE X**

There shall be the following officers as elected by the Board of Directors, to-wit: President, Vice-President, Secretary and Treasurer. There may be additional officers as the Board of Directors may determine from time to time. The President shall act as chief executive officer of the corporation and shall upon resolution of the Board

of Directors be authorized to execute contracts and other documents on behalf of the corporation. The Vice-President shall act in the place of the President when he is not available. The Secretary shall keep the minutes of the corporation. The Treasurer shall record all funds on behalf thereof, and pay the expenses thereof from the assets of the corporation available from time to time. All officers shall have such additional duties as may be determined by the Board of Directors from time to time.

The officers shall serve at the pleasure of the Board of Directors.

The initial officers shall be:

JACOB MAIMON

President

There shall be one officer authorized to act on behalf of the corporation, to-wit: the President, until such time as the Board of Directors elects additional officers.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

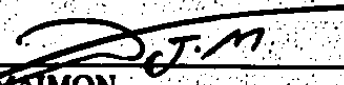
Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of 51% of the shares present at the meeting shall be the act of the shareholders.

#### ARTICLE XII - SUBCHAPTER S

This corporation shall be qualified as a Subchapter S corporation under the Internal Revenue Regulations of the United States of America.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of September, 1996.

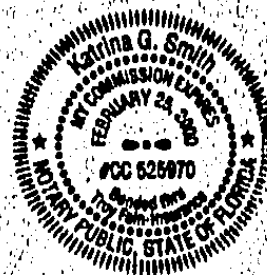
  
JACOB MAIMON

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Personally appeared before me JACOB MAIMON, who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes set forth therein.

WITNESS my hand and seal of office at Daytona Beach, Florida, this 9th day of September, 1996.

Katrina G. Smith  
Notary Public KATRINA G. SMITH  
State of Florida at Large  
My commission expires: 2/25/2000



**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: 218-222 SEABREEZE, INC.
2. The name and address of the registered agent and office is:

JACOB MAIMON  
218-222 Seabreeze Blvd.  
Daytona Beach, FL 32118

SIGNATURE: \_\_\_\_\_

(Corporate officer)

TITLE:

President

DATE:

September 6, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: \_\_\_\_\_

(Registered Agent)

DATE:

September 6, 1996

FILED  
96 SEP 19 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA