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7 CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: FUNAL, INC.

AUDIT NUMBER.....H96000013645

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

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 30, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FUNAL, INC.

REF: W96000020602

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

~~Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.~~

~~PLEASE ADD THE FLA. BAR NUMBER TO THE PREPARER'S STATEMENT. ALSO I CANT GIVE YOU THE EFFECTIVE DATES AS DATE OF SIGNING, BECAUSE YOU LIST TWO DIFFERENT DATES IN THE ARTICLES.~~

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) 487-6878.

Terri Buckley
Corporate SpecialistFAX Aud. #: H96000013645
Letter Number: 696A00044717*Again**★**Please,*

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ARTICLES OF INCORPORATION

H96000013645

OF

FUNAL, INC.

ARTICLE I: NAME

The name of the corporation is FUNAL, Inc.

ARTICLE II: DURATION

This corporation shall exist on a perpetual basis commencing on the date of acknowledgement of these articles.

ARTICLE III: PURPOSE

This corporation is organized for the following purpose:

All purposes allowable under the several statutes of the State of Florida, and for the purpose of transacting any or all lawful business.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock having a par value of \$1.00 per share (\$500.00 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 holders of the outstanding common shares.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he

PREPARED BY: Edward I. Golden, Esquire
GOLDEN & COWAN, P.A.
100 S. Biscayne Blvd., #1101
Miami, Florida 33131
(305) 358-4744

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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/PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is: One Bayfront Plaza, 100 S. Biscayne Blvd., Suite #1101, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Edward I. Golden, Esquire.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors of the corporation are:

MICHAEL MILLER

801 Arthur Godfrey Road #600
Miami Beach, Florida 33140

JEFFREY WARD

4150 N. State Road 7
Hollywood, Florida 33121

ARTICLE IX: INCORPORATOR

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

MICHAEL MILLER
801 Arthur Godfrey Road, Suite 600
Miami Beach, Florida 33140

ARTICLE X: BY-LAWS

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

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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 directors to be elected at that time, multiplied by 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: 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 shareholders.

ARTICLE XIV: MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XV: INDEMNIFICATION

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

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ARTICLE XVI: AMENDMENT

The 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 XVII: 1244 STOCK ELECTION

This corporation shall be incorporated so as to qualify for the provision of Section 1244 of the Internal Revenue Code and may elect to operate as a Subchapter S. corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of September, 1996.


MICHAEL MILLER

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

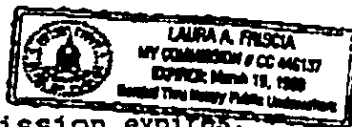
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MICHAEL MILLER, personally known to me or who provided evidence of his identity by Florida Driver's License, and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

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Articles of Incorporation
FURNAL, Inc.

H96000013645

IN WITNESS WHEREOF, I have hereunto set my hand and seal in
the State and County aforesaid, this 23 day of September, 1996.



My commission expires.

[Signature]
NOTARY PUBLIC

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]
EDWARD I. GOLDEN, Registered
Agent

9/24/96
Date

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