

# P96000083997

## KUBICKI DRAPER

ATTORNEYS

PENTHOUSE, CITY NATIONAL BANK BUILDING  
25 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130  
305 374-1212  
FAX 374-7846

SUITE 1600  
ONE EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301  
954-768-0011  
FAX 768-0514

SUITE 1100, UNITED NATIONAL BANK TOWER  
1645 PALM BEACH LAKES BOULEVARD  
WEST PALM BEACH, FLORIDA 33401  
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JEFF P. CYNAMON  
ROLANDO A. DIAZ  
SUZANNE A. DOCKERTY  
DANIEL DRAPER, JR.  
ANGELA C. FLOWERS  
ROSEMARIE GASPARRI  
JOSEPH J. KALBAC, JR.  
MEG G. KERR  
DAVID KNIGHT  
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NICHOLAS G. MILANO  
DENNIS J. MURPHY  
PETER H. MURPHY  
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HAROLD A. SAUL  
STEPHEN W. SCHWED

CAROL A. SCOTT  
ROBERT N. SECHEN  
MICHAEL S. SMITH  
MARTIN VAN HAASTEREN  
CHARLES H. WATKINS  
HAROLD WEST

AUBREY L. TALBURT - (RETIRED)  
J. FRANK BRADLEY - (1926-1990)

October 7, 1996

Florida Department of State  
Division of Corporations  
ATTN: Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

000001963100  
-10/09/96--01044--011  
\*\*\*\*131.25 \*\*\*\*131.25

Re: H&K Saul Inc.,

Dear sir:

Enclosed please find the following:

1. Original Articles of Incorporation to be filed and a copy of same to be certified and returned to this office;
2. Our check in the amount of \$131.25 to cover the cost of the filing of the Articles and Designation of Registered Agent, certified copy of the filed Articles and a Good Standing Certificate.

Please file the enclosed and return the certified copy together with a Good Standing certificate in the enclosed Federal Express envelope which has been prepaid. Please expedite.

Thank you for your prompt attention to this matter.

Sincerely,

*Nicholas G. Milano*  
Nicholas G. Milano  
For the Firm

JCR:mm

FILED  
96 OCT -8 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER OCT 11 1996

FILED  
96 OCT -8 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

H&K SAUL, INC.

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of the corporation is H&K SAUL, INC. and the principal office is located at c/o Harold Saul, Esquire, KUBICKI DRAPER, One East Broward Boulevard, Suite 1600, Fort Lauderdale, Florida 33301.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence at the date of filing of these Articles with the Secretary of State.

### ARTICLE III

#### PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida

### ARTICLE IV

#### AUTHORIZED SHARES

The capital stock of this corporation shall consist of (1000) shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

### ARTICLE V

#### REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and her address is as follows: Harold Saul, Esq., KUBICKI DRAPER, One East Broward Boulevard, Suite 1600, Ft. Lauderdale, Florida 33301.

### ARTICLE VI

#### BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have one (1) director. Their names and addresses of the initial Directors are as follows:

| <u>NAME</u>        | <u>ADDRESS</u>   |
|--------------------|--|
| <u>Howard Saul</u> | <u>10204 Breezeway</u><br><u>Boca Raton, Fl. 33428</u> |

#### ARTICLE VII

##### INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is Nicholas G. Milano, ESQUIRE, c/o Kubicki Draper, One E. Broward Blvd., Suite 1600, Ft. Lauderdale, FL 33301.

#### ARTICLES VIII

##### ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors, from time to time, shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Broward County, Florida, for the uses and purposes aforesaid this 7th day of OCTOBER, 1996.

Nicholas G. Milano  
Nicholas G. Milano, ESQUIRE

STATE OF FLORIDA     )  
COUNTY OF BROWARD   ) ss.:

The foregoing instrument was acknowledged before me this 7th day of October, 1996, by Nicholas G. Milano, who is personally known to me.

NOTARY PUBLIC:  
Barbara Mikula  
Sign: \_\_\_\_\_  
Print Name: Barbara Mikula  
Commission No.: CC 328359

My Commission Expires:



BARBARA MIKULA  
Notary Public, State of Florida  
My Comm. expires Dec 20, 1997  
No. CC328359  
Bonded Thru Gen. Ins. Und.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

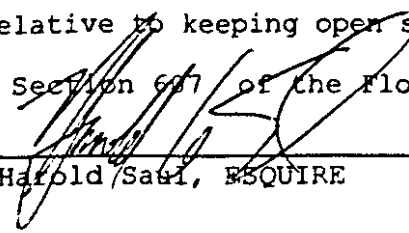
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In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

H&K SAUL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Fort Lauderdale, County of Broward, State of Florida, has named Harold Saul, Esq., as its agent, whose address is KUBICKI DRAPER, One East Broward Blvd., Suite 1600, Fort Lauderdale, Florida, 33301, to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office and I accept the obligations of Section 607 of the Florida Statutes.

  
\_\_\_\_\_  
Harold Saul, ESQUIRE

**FILED**  
96 OCT -8 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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