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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PAT ORLOFF, INC.

AUDIT NUMBER.....H96000014500

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

CERT. OF STATUS..0

PAGES..... 4

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10/16/00 10:30 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

October 16, 1996

EMPIRE

SUBJECT: PAT ORLOFF, INC.
REF: W96000021961

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

Section 18.16(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.

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If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: E96000014500
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**ARTICLES OF INCORPORATION
OF
PAT ORLOFF, INC.**

ARTICLE I - NAME

The name of the Corporation is Pat Orloff, Inc.

ARTICLE II - PURPOSE

Any lawful activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III - 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 at which it is offered to others.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND AGENT**

The principal place of business and the mailing address of the Corporation is 8445 S.W. 185 Street, Miami, Florida, 33157, and the name of the initial registered agent of this Corporation, at that address, is PAT ORLOFF.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Prepared By:

MARK S. HEIMAN, P.A.
Florida Bar No. 091901
9100 S. Dadeland Boulevard
Suite 1602
Miami, Florida 33156
(305) 670-3100

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished in time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

PAT ONLOWY
8445 S.W. 185 Street
Miami, Florida 33157

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the persons signing these Articles are:

PAT ONLOWY
8445 S.W. 185 Street
Miami, Florida 33157

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by any stockholder of the Corporation.

ARTICLE X - INDEMNIFICATION

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

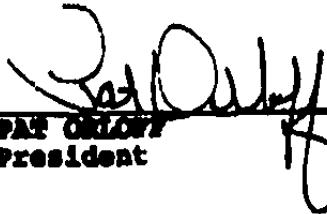
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**CERTIFICATE DESIGNATING REGISTERED AGENT OR
REGISTERED OFFICE FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

In compliance with Chapter 607.037, Florida Statutes,
the following is submitted:

First -- That **FAT OSLOFF, INC.**, with its principal
place of business at 8445 S.W. 185 Street, Miami, Florida, 33157,
has named **FAT OSLOFF**, located at 8445 S.W. 185 Street, Miami,
Florida, 33157, as Registered Agent.

The street address of the registered office and the
street address of the business office of the registered agent, as
shown, are identical.


FAT OSLOFF
President

Dated: October 15, 1996


FAT OSLOFF
Registered Agent

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TALLAHASSEE, FLORIDA

Dated: October 15, 1996

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STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refund as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the date the refund shall have accrued; else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Pat Orloff, Inc. EIN or SS#: 65-0702417

Address: 8445 S.W. 185th Street
Miami, FL 33157

Amount: \$385.00 Date Paid 09-18-97

Reason for claim: Overpayment of annual report filing fees.

#P96000085539

A. Alan, Reinstatements

Certified true and correct this 30 day of Sept, 1997.

Signature [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>385.00</u>
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. <u>98401-021</u> dated <u>09-18-97</u>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	<u>45202130001453000000022002000</u>
Certified true and correct this _____ day of _____, 19____	
Department of State, Division of Corporations	(Agency) _____ (Authorized Signature and Title)