

P960000088521

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

900001987089--9

-10/28/96--01044--009

****910.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOUTHEAST UNITED MANAGEMENT GROUP COMPANY

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE

Jan 2, 1997

Dmc 10/28/96

Examiner's Initials

ARTICLES OF INCORPORATION

OF

**SOUTHEAST UNITED MANAGEMENT GROUP
COMPANY**

FILED

96 OCT 28 PM 12:15

TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Jan. 2, 1997

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **SOUTHEAST UNITED MANAGEMENT GROUP COMPANY**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 11373 Southwest 211 Street, suite 11, Miami, Florida 33189 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The names and street addresses of the incorporators of this Corporation are Joe F. Eutsey and Karen M. Wright whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Joe F. Eutsey
Vice-President:	Hopeton A. Wright, Karen M. Wright, and Leon Hudson
Secretary:	Karen M. Wright
Treasurer:	Hopeton A. Wright

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Joe F. Eulsoy
Karen M. Wright
Hopaton A. Wright
Loon Hudson

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective the 2nd day of January, 1997.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24 October 1996.


Joe F. Eutsey, Incorporator

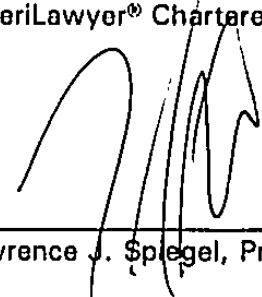

Karen M. Wright, Incorporator

FILED
95 OCT 28 PM 12:15
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By: 
Lawrence J. Spiegel, President

ART296C SUB



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
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O: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

ROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: SOUTHEAST UNITED MANAGEMENT GROUP COMPANY

AUDIT NUMBER.....H97000005597

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

PAGES..... 2

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SECRETARY OF STATE
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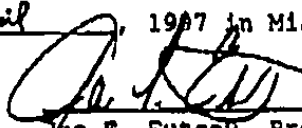
ARTICLES OF DISSOLUTION
OF

SOUTHEAST UNITED MANAGEMENT GROUP COMPANY

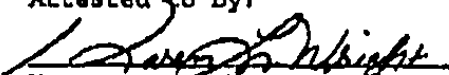
Pursuant to Sections 607.1402 and 607.1403, Florida Statutes, this Corporation submits the following Articles of Dissolution:

1. The name of the Corporation is SOUTHEAST UNITED MANAGEMENT GROUP COMPANY (the "Corporation").
2. Dissolution of the Corporation was authorized at a meeting of the shareholders and directors of the Corporation on April 2, 1997.
3. All of the shareholders of the corporation were present in person at a meeting on April 2, 1997.
4. A majority of the shareholders voted to dissolve the Corporation and the number of shares cast was sufficient for approval of the dissolution.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution on this 4th day of April, 1997 in Miami, Florida and acknowledge the same to be our act.


Joe F. Eutsey, President

Attested to by:


Karen M. Wright, Secretary

FILED
97 APR - 7 AM 8:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 4th April, 1997, by Joe F. Eutsey and Karen M. Wright, as officers of SOUTHEAST UNITED MANAGEMENT GROUP COMPANY, a Florida corporation, on behalf of the Corporation. They personally appeared before me at the time of the notarization and have produced Florida Driver's Licenses respectively as identification.

NOTARY PUBLIC:

Sign: 

Print: STANLEY B. LEWIS
State of Florida at Large

STANLEY B. LEWIS, ESQUIRE
8255 N. W. SEVENTH AVENUE
MIAMI, FL 33150
(305) 751-8834
FLA. BAR #: 0797022



STANLEY B. LEWIS
My Commission EC407787
Expires Sep. 18, 1998
Bonded by H&H
ECO-089-1885

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FAX #: (904)922-4000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 97000005597

(2)

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OF

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Joe F. Eutsey, President

Attested to by:


Karen M. Wright, Secretary

STATE OF FLORIDA)
COUNTY OF DADE)

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NOTARY PUBLIC:

Sign: 

Print: STANLEY B. LEWIS
State of Florida at Large

STANLEY B. LEWIS, ESQUIRE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150
(305) 751-8934
FLA. BAR #: 0797022



STANLEY B. LEWIS
My Commission CC407787
Expires Sep. 18, 1998
Bonded by HAI
\$20,000.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA