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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: SCHOOLEY/NEAME ENTERPRISES, INC.

AUDIT NUMBER.....H96000015594

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SCHOOLEY/NEAME ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associated together for the purpose of becoming Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the Corporation shall be: **SCHOOLEY/NEAME ENTERPRISES, INC.** Its principal place of business shall be located at 908 N. E. 15th Avenue, Fort Lauderdale, Florida 33304, or at such other points or places in the State of Florida, the United States of America, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: to do any and all activities or business permitted under the laws of the United States of America and of this State, as fully and to the same extent as natural persons might or could do or to do anything that may lawfully be done by a corporation.

E. Austin White, Esq.
3435 Galt Ocean Drive,
Fort Lauderdale, FL 33308
(954) 568-5950
FL Bar No; 222089

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ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value. The capital stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator or the Director (s) at a meeting called for such purpose.

ARTICLE IV

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors of not less than One (1) Director; the exact number of Directors may be set by the By-Laws (when enacted) of this Corporation. Directors need not be stockholders.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

Richard William Schooley
908 N. E. 15th Avenue
Ft. Lauderdale, Florida 33304

Warren Andrew Ncane
908 N. E. 15th Avenue
Ft. Lauderdale, Florida 33304

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ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII

The offices to be held by the named Director (s) are as follows:

PRESIDENT: Richard William Schooley

VICE PRESIDENT: Warren Andrew Neame

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

NAME	ADDRESS	SHARES	VALUE
Richard William Schooley	908 N. E. 15th Avenue Ft. Lauderdale, FL 33304	500	\$500.00
Warren Andrew Neame	908 N. E. 15th Avenue Ft. Lauderdale, FL 33304	500	\$500.00

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

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ARTICLE X

The name and address of the initial registered agent (s) is:

Richard William Schooley
904 N. E. 15th Avenue
Ft. Lauderdale, Florida 33304

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XI

Each Director and officer of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expense reasonably incurred by him in connection with any such claims or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

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The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE XII

The Bylaws of the Corporation shall be made, altered or rescinded by majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten (10) days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

ARTICLE XIII

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence of a court ruling that such stockholder, director and/or officer did commit willful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

ARTICLE XIV

The provisions of this Charter, and each and every Article and section hereof, and the Bylaws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association

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and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this provision.

IN WITNESS WHEREOF, WE have hereunto set our hands and seals this

30th day of October, 1996.

Richard William Schooley

RICHARD WILLIAM SCHOOLEY

Warren Andrew Neame

WARREN ANDREW NEAME

STATE OF Maryland

COUNTY OF Anne Arundel

The foregoing instrument was acknowledge before me this 30th day of October, 1996, by RICHARD WILLIAM SCHOOLEY and WARREN ANDREW NEAME who are personally known to me.

My Commission Expires: 12/1/96

V. Lorraine Greenwall

NOTARY PUBLIC (SEAL)

Commission Number 46266

V. Lorraine Greenwall

Printed Name of Notary

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CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SCHOOLEY/NEAME ENTERPRISES, INC., a Florida corporation qualified to do business under the laws of this State, with its principal office in Broward County, Florida, has appointed RICHARD WILLIAM SCHOOLEY as its agent to accept service of process within this State at:

908 N.E. 15th Avenue
Ft. Lauderdale, Florida 33304

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:



Richard William Schooley
Registered Agent

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