

P96000098878

JASON PSALTIDES & ASSOCIATES  
A PROFESSIONAL CORPORATION INCLUDING LAW OFFICES  
SAWGRASS INTERNATIONAL CORPORATE PARK  
14101 NW 4TH STREET  
SUNRISE, FLORIDA 33325

PHONE: 954 845-9500  
FAX: 954 845-9505  
WATS: 800 637-8278  
WRITERS DIRECT EXTENSION: 5772

November 13, 1996

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, FL 32304

000002008410--9  
-11/19/96--01139--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Verde Enterprises, Inc.

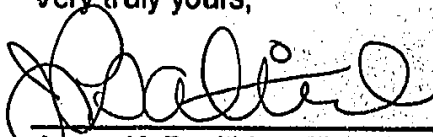
Ladies and Gentlemen:

I am enclosing an original of the Articles of Incorporation to the above-named corporation. In addition, a check for the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee \$ 35  
Registered Agent Fee \$ 35

Please file the original of the enclosed Articles of Incorporation and advise me if you need anything further.

Very truly yours,

  
Jason K. Psaltides, Esq.

612-634-  
W96-24804

AUTHORIZATION BY PHONE-TO  
CORRECT R.A. Address GAVE  
DATE 12/14/96  
DOC. EXAM gf

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -6 PM 3:50

gf 12/14/96

**JASON PSALTIDES & ASSOCIATES**  
A PROFESSIONAL CORPORATION INCLUDING LAW OFFICES  
SAWGRASS INTERNATIONAL CORPORATE PARK  
14101 NW 4TH STREET  
SUNRISE, FLORIDA 33325

Phone: 954 845-9500  
Fax: 954 845-9505  
WATS: 800 637-8278  
Writers Direct Extension: 5772

November 27, 1996

Secretary of State  
Corporate Division  
Attn: C. Golden, Document Specialist  
PO BOX 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -6 PM 3:50

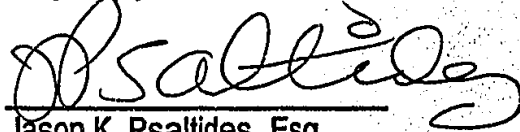
Re: Verde Enterprises, Inc.

Dear Ms. Golden:

Pursuant to your instructions, I am enclosing a revised Articles of Incorporation for the above named corporation.

Please file the original and advise me if you need anything further.

Very truly yours,

  
\_\_\_\_\_  
Jason K. Psaltides, Esq



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -6 PH 3: 50

November 22, 1996

JASON PSALTIDES & ASSOCIATES  
SAWGRASS INTERNATIONAL CORPORATE PARK  
14101 NORTHWEST 4TH STREET  
SUNRISE, FL 33325

SUBJECT: VERDE ENTERPRISES, INC.  
Ref. Number: W96000024804

We have received your document for VERDE ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 196A00053227

EFFECTIVE DATE

01/01/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -6 PM 3:50

## ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Incorporation:

### ARTICLE I. Corporate Name

The name of this corporation is "Verde Enterprises, Inc."

### ARTICLE II. Duration

The period of its duration is perpetual. The effective date of this Corporation shall be January 1, 1997.

### ARTICLE III. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

### ARTICLE IV. Capital Stock

The Corporation is authorized to issue one hundred (100) shares, all of one class of Common Stock at \$1.00 par value per share.

### ARTICLE V. Initial Registered Agent and Office.

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent:

Gregory Lewis

1291 A. SOUTH POWERLINE ROAD. #180

Pompano Beach, FL 33069

Address of Corporation: Same as Registered Agent

#### ARTICLE VI. Initial Board of Directors

The Corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is: James McGuire, Gregory Lewis

1291 A. South Powerline Road, Suite 180  
Pompano Beach, Fl 33069

#### ARTICLE VII. Incorporators.

The name and address of the Incorporator signing these Articles of Incorporation is: Gregory Lewis

1291 A. South Powerline Road, Suite 180  
Pompano Beach, Fl 33069

#### ARTICLE VIII. Amendment of Articles

This 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 IX. Informal Shareholder Action

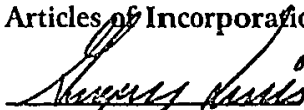
Any action of the shareholders may be taken without a meeting may consent in writing setting forth the action so taken shall be signed by all shareholders entitled to vote and filed with the Secretary of the Corporation.

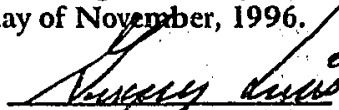
#### ARTICLE X. Informal Director Action



If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board or Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 13 day of November, 1996.

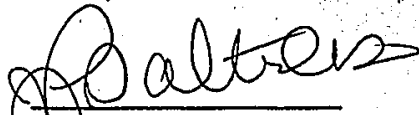
  
Incorporator

  
Registered Agent.

STATE OF FLORIDA     )  
  ) SS  
COUNTY OF Broward)

BEFORE ME, the undersigned authority, personally appeared Gregory Lewis, who presented a Florida Driver License for identification, prior to signing the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13 of November, 1996.

  
NOTARY PUBLIC

My commission expires:



OFFICIAL SEAL  
J. PSALTIDES  
My Commission Expires  
Oct. 17, 2000  
Comm. No. CC 572359

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with FSS § 48.09, the following is submitted:

First, that Verde Enterprises, Inc., desiring to organize or qualify  
under the laws of the State of Florida, with its principal place of business at  
the City of Fort Lauderdale, State of Florida, has named:

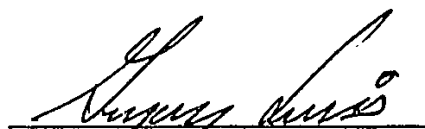
Gregory Lewis  
1291 A. South Powerline Road, Suite 180  
Pompano Beach, Fl 33069  
(954) 328-6004

as its agent to accept service of process within Florida.

  
Director

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -6 PM 3:50

Having been named to accept service of process for the above stated  
corporation, at the place designated in the 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 performance of my duties. I hereby am  
familiar with and accept the duties and responsibilities as registered agent  
for said corporation.

  
Resident Agent