

P96000099583

Reinhard G. Stephan

Attorney At Law

Telephone 407- 629 8870

Fax 407-629-8879

2699 Lee Road  
Suite 540  
Winter Park, FL 32789

November 18, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: ~~Amir Enterprises, Inc.~~

800002009788--9  
-11/20/96--01076--002  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

*Shabany*

Enclosed please find the original Articles of Incorporation and Certification and Acceptance of Registered Agent for the corporation, Amir Enterprises, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fee and return of certified copy of the Articles.

If you have any questions, please contact our office.

Sincerely,



Michelle R. Stephan

W96-24919  
W96-25736

FILED  
96 DEC 10 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 25, 1996

REINHARD G. STEPHAN, ESQ.  
2699 LEE ROAD, SUITE 540  
WINTER PARK, FL 32789

SUBJECT: AMIR ENTERPRISES, INC.  
Ref. Number: W96000024919

We have received your document for AMIR ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 296A00053462

## Reinhard G. Stephan

Attorney At Law

Telephone 407- 629 8870

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2699 Lee Road  
Suite 540  
Winter Park, FL 32789

Decmeber 2, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

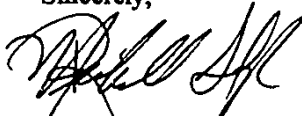
Re: Shabany, Inc.

Dear Sir:

Enclosed please find the original Articles of Incorporation and Certification and Acceptance of Registered Agent for the corporation, Shabany, Inc, which replaces the filing for the corporation, Amir Enterprises, Inc. You have retained the filing fee. Please return of certified copy of the Articles.

If you have any questions, please contact our office.

Sincerely,



Michelle R. Stephan

**ARTICLES OF INCORPORATION**  
**OF**  
**SHABANY, INC.**

**FILED**  
96 DEC 10 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be SHABANY, INC. The Corporation's initial mailing address is:

2699 Lee Road, Ste. 540  
Winter Park, FL 32789

**ARTICLE II - DURATION**

This Corporation shall exist perpetually and shall be effective as of the date of filing with the State of Florida.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCK**

A. The maximum number of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$5.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

D. Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of the fractional shares) at the price at which it is offer to others.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be:

2699 Lee Road, Ste. 540  
Winter Park, FL 32789

The name of the initial registered agent of this corporation shall be:

Reinhard G. Stephan

#### **ARTICLE VI - INITIAL DIRECTORS AND OFFICERS**

The names and addresses of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Amir K. Shabany	2699 Lee Road, Ste. 540 Winter Park, FL 32789	President Secretary/Treasurer

The number of directors may be either increased or diminished from time to time as provided for in the By-Laws.

## **ARTICLE VII - INCORPORATOR**

The following is the name and street address of the person signing these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
Reinhard G. Stephan	2699 Lee Road, Ste. 540 Winter Park, FL 32789

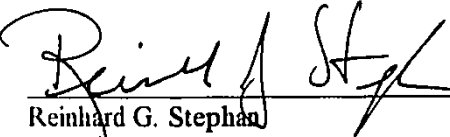
## **ARTICLE VIII - BY-LAWS**

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation. The duties of the officers of this corporation shall be prescribed by such By-Laws. Such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders or in the event of the death of any of its shareholders.

## **ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

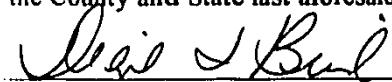
IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_ day of December, 1996.

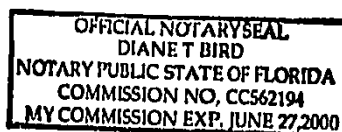
  
\_\_\_\_\_  
Reinhard G. Stephan  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Reinhard G. Stephan, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

gnd WITNESS my hand and official seal in the County and State last aforesaid this \_\_\_\_ day of December, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT AND  
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **SHABANY, INC.**
2. The name and address of the registered agent and office is:

**REINHARD G. STEPHAN  
2699 Lee Road, Ste. 540  
Winter Park, FL 32789**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
SIGNATURE

Reinhard G. Stephan  
PRINT NAME

FILED  
96 DEC 10 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA