

P97000006334

TRANSMITTAL LETTER

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

100002066801--7  
-01/24/97--01001--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: KARAMBA INC.

Unclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filling Fee & Certificate

FROM

BERNARD R SUTTER  
3036 BIG SKY BLVD.  
KISSIMMEE FL 34744  
(407) 870-5316

FILED  
97 JAN 21 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*1-9-97*  
~~W97-619~~

~~685,671~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 9, 1997

BERNARD R SUTTER  
3036 BIG SKY BLVD.  
KISSIMMEE, FL 34744

SUBJECT: KARAMBA INC.  
Ref. Number: W97000000619

We have received your document for KARAMBA INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 397A00001304

*check sent Separate*

**ARTICLES OF INCORPORATION**

**OF**

**KARAMBA INC.**

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is KARAMBA INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a per value of \$1.00 per share.

**ARTICLE IV. TERMS**

This Corporation shall exist perpetually.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**BERNARD R. SUTTER  
3036 BIG SKY BLVD.  
KISSIMMEE, FL 34741**

The Corporation's principle address and mailing address is 700 N. Main St. Kissimmee Florida 34744. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**FILED**

**97 JAN 21 PM 1:30**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

## **ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or from time to time, but shall never be less than one (1).

The Board of Directors shall be elected by the stockholders and approved at a stockholders meeting by at least {2/3}rd of the stock entitled to vote. Unless all of the directors and all of the stockholders sign a written statement confirming the new directors, the election shall be null and void.

## **ARTICLE VII. INITIAL DIRECTORS**

The name of the initial director of this Corporation and the street address is;

Nasim Noormohamed  
8239 Tansy Court  
Orlando Florida 32819

The Persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor(s) is/are elected and approved, whichever occurs first.

## **ARTICLE VIII. INCORPORATOR**

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

BERNARD R. SUTTER  
3036 BIG SKY BLVD.  
KISSIMMEE, FL 34741

## **ARTICLE IX. AMENDMENT**

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 {2/3<sup>rd</sup>} of the stock entitled to vote. All of the directors and all of the stockholders must sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE X. RESTRICTIONS**

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the Corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record of its decision within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the Corporation giving notice, purchase at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

## **ARTICLE XI. OFFICERS**

The officers of this Corporation and names of said officers who are to serve until the first meeting of the Board of Directors are:

President: Nasim Noormohamed

Vice President: Nasim Noormohamed

Secretary : Nasim Noormohamed

Treasure : Nasim Noormohamed

The Board of Directors shall elect Officers, each Officer must be approved at a stockholders meeting by at least {2/3}rd of the stock entitled to vote. Unless all of the directors and all of the stockholders sign a written statement confirming the new Officers, the election shall be null and void.

## **ARTICLE XII. INDEMNIFICATION**

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer, provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officers may be entitled.

#### **ARTICLE XIII. COMPENSATION**

The compensation of the officers of this corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of incorporation on January 7, 1997.

Bernard R. Sutter  
Incorporator

STATE OF FLORIDA  
COUNTY OF OSCEOLA

PRINT TYPE OR STATE NAME OF NOTARY PUBLIC  
PERSONALLY KNOWN OR  
PRODUCED ID. OL  
TYPE OF ID. PRODUCED ALONG WITH NUMBER  
FL 5360-096-54-446-0

BEFORE ME, a Notary Public, personally appeared BERNARD R. SUTTER to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on January 7, 1997.

Patricia R. Smith

Notary Public

My Commission Expires: October 13, 1999

Print: Patricia R. Smith

Commission # CC482736



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ACCEPTANCE

FILED

97 JAN 21 PM 1:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, BERNARD R. SUTTER, hereby accept the designation as Registered Agent for Service of Process upon KARAMBA INC., desiring to organize under the laws of the State of Florida, with its registered office at 3036 Big Sky Blvd. Kissimmee Florida 34744, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.

*Bernard R. Sutter*  
BERNARD R. SUTTER

Sworn to before me this  
7<sup>th</sup> day of January, 1997.

PRINT TYPE OR STAMP NAME OF NOTARY PUBLIC  
PERSONALLY KNOWN \_\_\_\_\_ OR  
PRODUCED I.D. X  
TYPE OF I.D. PRODUCED ALONG WITH NUMBER  
5360-096-044460

*Patricia R. Smith*  
Notary Public  
My Commission Expires: October 13, 1999  
Print: *Patricia R. Smith*  
Commission # CC 482736

