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ROBERT MARC SCHWARTZ, P. A.  
ATTORNEY AT LAW

ROBERT M. SCHWARTZ  
FLORIDA BAR BOARD CERTIFIED  
REAL ESTATE LAWYER

OF COUNSEL TO:  
WEINER, MORICI & ARONSON, P.A.

January 29, 1997  
(via UPS #No.133 7476 10 0

102 North Swinton Avenue  
Delray Beach, FL 33444

Phone: (561) 265-2666  
Fax: (561) 272-6831  
E-Mail: lawyer@gata.net

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

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-01/30/97--01115--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of  
R and G ENTERPRISES, INC.

Gentlemen:

Please find enclosed the original and one (1) copy of the subject Articles of Incorporation.  
Upon filing, please return a certified copy of the Articles to the undersigned.

My check no.1035, in the amount of \$122.50, is enclosed in payment of the following fees:

Filing Fees	\$ 35.00
Registered Agent Fee	35.00
Certified Copy Articles of Incorporation	<u>52.50</u>
	\$122.50

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

*Robert M. Schwartz*

Robert M. Schwartz

RMS/slf  
Enclosures as noted  
cc: R and G ENTERPRISES, INC.  
CASECSTATELTR.wpd

FILED  
97 FEB 10 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

502

**ROBERT MARC SCHWARTZ, P. A.**  
ATTORNEY AT LAW

**ROBERT M. SCHWARTZ**  
FLORIDA BAR BOARD CERTIFIED  
REAL ESTATE LAWYER

February 6, 1997

102 North Swinton Avenue  
Delray Beach, FL 33444

Phone: (561) 265-2666  
Fax: (561) 272-6831  
E-Mail: lawyer@gate.net

OF COUNSEL TO:  
WEINER, MORICI & ARONSON, P.A.

Ms. Dorris McDuffie,  
Corporate Specialist Supervisor  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: (R AND G ENTERPRISES, INC.) Ref Number W97000002701  
NOW: ROGAR ENTERPRISES, INC.

Dear Ms McDuffie:

Pursuant to our telephone conference today, my clients have changed the proposed name of the corporation to ROGAR ENTERPRISES, INC., which you indicated is available. Enclosed you will find two (2) fully executed copies of the articles of Incorporation, together with a copy of your letter.

Please return a certified copy of the articles to the undersigned. If there is any questions, please call.

Very truly yours,



Robert M. Schwartz

RMS/lao  
enc



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 4, 1997

ROBERT M. SCHWARTZ, ESQUIRE  
102 NORTH SWINTON AVENUE  
DELRAY BEACH, FL 33444

SUBJECT: R AND G ENTERPRISES, INC.  
Ref. Number: W97000002701

We have received your document for R AND G 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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 497A00005684

**ARTICLES OF INCORPORATION**  
**OF**  
**ROGAR ENTERPRISES, INC.**

**FILED**  
97 FEB 10 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME AND CORPORATE ADDRESS**

The name and address of this Corporation is:

**ROGAR ENTERPRISES, INC.**  
**50 East Sample Road, Suite 300**  
**Pompano Beach, FL 33064**

**ARTICLE II - DURATION**

The duration of this corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose or purposes for which this Corporation is formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE IV - STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

#### **ARTICLE V - AMENDMENT**

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders' meeting called for that purpose.

#### **ARTICLE VI - SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

**ARTICLE VII - INITIAL OFFICE AND AGENT**

The name and office address of this Corporation's registered agent in Florida is:

**Gary S. Traub  
50 East Sample Road, Suite 300  
Pompano Beach, FL 33064**

**ARTICLE VIII - DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation is Two (2). The name and address of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
<b>Gary S. Traub</b>	<b>50 East Sample Road, Suite 300 Pompano Beach, FL 33064</b>
<b>Rona Traub</b>	<b>50 East Sample Road, Suite 300 Pompano Beach, FL 33064</b>

**ARTICLE IX - INCORPORATORS**

The names and address of the Incorporators are:

<u>Name</u>	<u>Address</u>
<b>Gary S. Traub</b>	<b>50 East Sample Road, Suite 300 Pompano Beach, FL 33064</b>
<b>Rona Traub</b>	<b>50 East Sample Road, Suite 300 Pompano Beach, FL 33064</b>

## **ARTICLE X - COMMON DIRECTORS**

### **TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes or ratifies such contract or transactions.

## **ARTICLE XI - BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

**ARTICLE XII - MISCELLANEOUS**

Other lawful provisions, if any concerning the stock of this Corporation, or for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Corporation, or of its Directors or Stockholders, or of any class of stockholders: None.

DATED: This 28 day of January, 1997.

[Signature]

Gary S. Traub, Incorporator

Rona Traub

Rona Traub, Incorporator

STATE OF FLORIDA

COUNTY OF Broward

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 28<sup>th</sup> day of January, 1997, by Gary S. Traub and Rona Traub, who are ☒ personally known to me; or who have produced N/A as identification, and who ☐ did / ☒ did not take an oath.

Notary Public signature

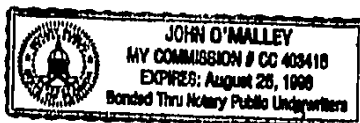
[Signature]

Printed Name of Notary Public

My Commission No.: CC 403418

My Commission Expires: 8/25/98

(NOTARY SEAL)





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

**FILED**  
97 FEB 10 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gary S. Traub, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Gary S. Traub

Dated January 28, 1997.

F:\RMS\CORP\R&GART.WPD