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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: HOGREN DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000002407

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION

OF

HOGREN DISTRIBUTORS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607 of the Laws of the State of Florida), hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is HOGREN DISTRIBUTORS, INC.

The initial principal place of business of the corporation shall be 500 N.E. 185th Street, Miami, Florida 33179. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted now or in the future under the laws of the United States, the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time is five hundred thousand (500,000) shares of common capital stock having a par value of ten cents (\$0.10) per share. Holders of common stock are entitled to vote on all matters required by law on the basis of one vote per share, and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to securities of the corporation.

ARTICLE IV TERM OF EXISTENCE

The corporation shall exist perpetually.

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Prepared by:  
Sheldon M. London, Esq.  
Florida Bar No.: 112104  
9301 S.W. 94th Place  
Miami, Florida 33176  
(305) 596-6855

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**ARTICLE V INITIAL OFFICERS AND DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be changed from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and address of the initial directors of the corporation, who shall hold office for the first year of the corporation's existence or until a successor is elected or appointed, are:

Steve Honig, M.D.

9400 S.W. 98th Street  
Miami, Florida 33176

Harry L. Greenspan

7006 Huntington Lane, Apt. 104  
Delray Beach, Florida 33446

**ARTICLE VI INCORPORATOR**

The name and street address of the incorporator to these articles of incorporation is:

Sheldon M. London

9301 S.W. 94th Place  
Miami, Florida 33176

**ARTICLE VII BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE VIII INDEMNIFICATION**

To the fullest extent that limitations on the liability of directors and officers are permitted by Florida law, no director or officer of the corporation shall have any liability to the corporation or its stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. The corporation shall indemnify, to the fullest extent permitted by Florida law, any person who was or is a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts

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paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, including any appeal, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action or proceeding had no reasonable cause to believe their conduct was unlawful.

ARTICLE IX TRANSACTIONS WITH AFFILIATES

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 707.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on February 10, 1997.

  
Sheldon M. London

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent in the State of Florida.

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

Sheldon M. London, Esq.  
9301 S.W. 94th Place  
Miami, Florida 33176

HOGREN DISTRIBUTORS, INC.

By: Sheldon M. London  
Sheldon M. London, Incorporator

HAVING BEEN DESIGNATED TO BE THE REGISTERED AGENT FOR THE CORPORATION NAMED ABOVE, AT THE PLACE DESIGNATED IN THIS 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE OBLIGATIONS OF THE POSITION OF REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Sheldon M. London  
Sheldon M. London,  
Registered Agent

DATE: February 10, 1997

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