

P97 0000 31199

LAW OFFICES OF  
LEE MAX ROTHMAN, P.A.

ONE EXECUTIVE COURT  
2295 CORPORATE BOULEVARD, N. W.  
SUITE 104  
BOCA RATON, FLORIDA 33431

TELEPHONE  
(661) 241-5500  
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(661) 241-5509

MEMBER OF FLORIDA  
AND GEORGIA BAR

March 24, 1997

REAL PROPERTY LAW  
TITLE INSURANCE  
REAL ESTATE CLOSINGS  
LANDLORD - TENANT LAW  
CORPORATION AND BUSINESS LAW  
WILLS, TRUSTS AND ESTATE PLANNING  
ESTATE ADMINISTRATION AND PROBATE

FILED  
97 APR -4 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

000002123500--7  
-03/25/97--01053--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of CNR HOLDINGS

Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$122.50 which represents the filing fee as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Resident Agent Designation	\$ 35.00
Total	\$122.50

Please return the certified copy to the undersigned as soon as possible. Thank you very much for your cooperation in this matter.

Sincerely yours,

*Linda Foucher*

Linda Foucher  
Legal Assistant to  
Lee Max Rothman, Esquire

Enclosure  
cc: client

P. G. 123-456 APR 7 1997

697-1264  
505



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

March 28, 1997

LINDA FOUCHER LEGAL ASSISTANT  
LEE M ROTHMAN ESQUIRE  
2295 CORPORATE BLVD NW STE 134  
BOCA RATON, FL 33431

SUBJECT: CNR HOLDINGS  
Ref. Number: W97000007264

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APR - 14 PM 12:10  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

We have received your document for CNR HOLDINGS 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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 497A00015836

**RECEIVED**

MAR 28 1997

LAW OFFICE OF LEE ROTHMAN

**ARTICLES OF INCORPORATION  
OF  
CNR HOLDINGS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is **CNR HOLDINGS, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be

6096 Glendale Drive  
Boca Raton, FL 33433

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1000 shares of Common Stock, for a nominal or par value of \$1.00 per share.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

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

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97 APR -4 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LEE MAX ROTHMAN, ESQUIRE  
Law Offices of Lee Max Rothman  
2295 Corporate Boulevard, N.W., Suite 134  
Boca Raton, FL 33431

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the director(s) of this corporation is:

Cary Reichbach  
6096 Glendale Drive  
Boca Raton, FL 33433

Nicholas C. Nelson  
265 S. Federal Highway  
Suite 126  
Deerfield Beach, FL 33441

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Cary Reichbach  
6096 Glendale Drive  
Boca Raton, FL 33433

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

#### ARTICLE X - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

#### ARTICLE XI - AMENDMENT

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 the same reservation.



IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 21 day of March, 1997.

  
Cary Reichbach

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH  
PROCESS MAY BE SERVED**

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That CNR HOLDINGS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, FL as its agents to accept service of process within this State.

1. The name of the corporation.

CNR HOLDINGS, INC.

2. The name and address of the registered agent and office is:

LEE MAX ROTHMAN, ESQUIRE  
Lee Max Rothman, P.A.  
2295 Corporate Boulevard, N.W., Suite 134  
Boca Raton, FL 33431

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the appointment 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 I am familiar with and accept the obligations of my position as registered agent.

Dated: March 31, 1997.



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LEE MAX ROTHMAN  
Registered Agent