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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: S.G.I. LIMITED, INC.

AUDIT NUMBER.....H97000004941

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

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TALLAHASSEE, FLORIDA

Bm 4/23/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 22, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SI-GROUP LIMITED, INC.  
REF: W97000009340

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Becky McKnight

FAX Aud. #: H97000004941  
Letter Number: 397A00020672



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 25, 1997

EMPIRE CORPORATE KIT

SUBJECT: S.G.I. LIMITED, INC.  
REF: W97000006871

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

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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) 487-6878.

Terri Buckley  
Corporate Specialist

FAX Aud. #: H97000004941  
Letter Number: 797A00014985

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ARTICLES OF INCORPORATION

OF

SI-GROUP LIMITED, INC.

ARTICLE I  
NAME

The name of this corporation is SI-GROUP LIMITED, INC.

ARTICLE II  
DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Article of Incorporation with the Department of State of Florida.

ARTICLE III  
PURPOSE

This corporation is organized for the following purposes:

To transact any and all business or enterprise not prohibited under the laws of Florida or the United States

To erect, maintain, purchase or rent, hire, lease let or otherwise acquire and dispose of real estate and personal property of every nature, kind or character.

To acquire, own, purchase or dispose of licenses and permits for the operation of businesses of all kinds

To acquire goodwill, rights and property of any person, firm, association or corporation, and pay for the same in cash or stock of this Company, fund or obligations of this Company, or otherwise; and to hold or in any manner dispose of the whole or any part of the property so acquired.

Directly and/or through ownership of stock in any corporation, to purchase, lease, hire or otherwise acquire, hold, own, exchange, maintain, improve, alter, lease, sell, convey or otherwise dispose of real estate either improved or unimproved, and any interest or right therein, in or out of this State, as shall be found necessary and convenient from time to time for the lawful purposes of this Corporation.

To borrow money and contract debts when necessary for the transaction of its business and for the exercise of its corporate rights, privileged or franchises or for any other lawful purpose of its

Prepared by: Oscar Schneider  
Fl. Bar No. 656550  
2455 E. Sunrise Blvd., Suite 905  
Ft. Laud., Fl. 33304

954-564-6616

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incorporation; to issue bonds, promissor notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, secure or unsecured, payable at a specified time or times

To guarantee, endorse, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this State, or any other State or Government; and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholder quorum or vote.

Without in anyway limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the corporation to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

#### ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, at no par value.

#### ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any stock of this corporation or upon the death of any shareholder shall have the right to purchase said shareholders stock for a price and upon conditions to be listed in the by-laws or shareholders agreement of this corporation prior to said shares being offered to others.

#### ARTICLE VI INITIAL REGISTERED OFFICE , AGENT AND PRINCIPAL ADDRESS

The principal street address of the of this corporation is : P.O. Box 550367 S.G.I. Limited Ft. Laud., Fl., 33355

and the name of the initial registered agent of this corporation is Oscar Schneider, who is a resident of the state of Florida, and whose address is 2455 E. Sunrise Blvd. Suite 905 Ft. Laud. Fl. 33304.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

H9 7000 004 94 1

H9 7000 004 94 1

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This corporation shall have two directors. The number of directors may either be increased or diminished from time to time by and in accordance with the conditions stated in the By-Laws or Shareholders agreement, but shall never be less than one. The name and address of the initial directors of this corporation are :

Mitchell B. Sandler  
14051 Richwood Pl.  
David , Fl. 33325  
and  
Rinat Khaiboulline  
4000 Towerside Terr. #1407  
Miami, Fl. 33138

#### **ARTICLE VIII SUBSCRIBER**

The name and address of the subscriber to these Article is :

Oscar Schneider  
2455 E. Sunrise Blvd. Suite 905  
Ft. Laud., Fl. 33304

#### **ARTICLE IX INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### **ARTICLE X CAPITAL**

The amount of capital with which this corporation shall begin shall be not less than \$500.00

#### **ARTICLE XI AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation

#### **GENERAL PROVISIONS**

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) The corporation shall have a first lien upon the shares of its stockholders and upon all dividends due them for any indebtedness by such stockholders of the corporation.

(c) Subject to the provisions and conditions of this article, the corporation shall have

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H9 7000 004 94 1

full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu or cash, at a just valuation to be fixed by its Board of Directors.

(d) The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with the view to curtailment of cost of litigation, except what no sums shall be paid in connection with any such settlement unless the corporation is advised by independent counsel that the officer or director so indemnified was not derelict in the performance of his duty as such officer or director. The corporation shall not, however, indemnify such officer or director with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director, nor in respect of any matter on which any settlement or compromise is affected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion, and in no event shall anything herein contained be construed as to protect or authorize the corporation to indemnify any such officer or director against any liability to the corporation or its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any officer or director may be entitled as a matter of law.

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

  
Oscar Schneider  
SUBSCRIBER

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

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections: **ST-GROUP LIMITED, INC.** desiring to organize under the laws of the state of Florida, with its principal office as indicated in the Certificate of Incorporation, at the city of Fort Lauderdale, county of Broward, has named Oscar Schneider, located at 2455 E. Sunrise Blvd., Suite 905, Ft. Laud., Fl. 33304, county of Broward, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said sections relative to keeping open said office.

  
Oscar Schneider  
REGISTERED AGENT

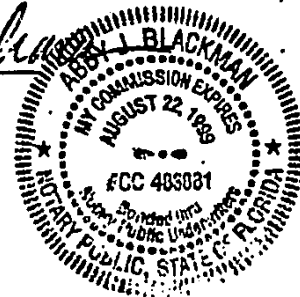
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, authorized to take acknowledgement in the State and County set forth above, personally appeared Oscar Schneider known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. *personally known*

IN WITNESS WHEREOF, I have heretofore set my hand and seal, in the State and County aforesaid, this 21<sup>st</sup> day of March 1997.

  
NOTARY PUBLIC

My commission expires:



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