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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 16, 1997

TOM RATNER P.O. BOX 43-0792 SOUTH MIAMI, FL 33243-0792

SUBJECT: THE TRANSCONTINENTAL GROUP, INC. Ref. Number: W97000008892

We have received your document for THE TRANSCONTINENTAL GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Please provide complete business street addresses for the directors, officers and incorporators.

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) 487-6926.

Teresa Brown Corporate Specialist

Letter Number: 697A00019342

South Miami Fraternal Order of Police Lodge Do. 136

Post Office Box 43-0621 South Miami, Florida 33243-0621

Please reply to: Tom Ratner, President PO BOX 43-0792 MIAMI FL 33243-0792 Phone: 661-3639 Facsimile: 666-6301

April 22, 1997

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

To whom it may concern:

Enclosed you will find a check in the amount of \$52.50 (US) to cover the fee associated with providing us with a Certified Copy of the Articles of Incorporation of the above referenced Corporation which is in good standing with the State of Florida.

The Corporation number is: N38171.

Please send the documents to the address above.

Should you require any further informaton, please advise.

Sincerely,

South Miami Fraternal Order of Police Lodge No. 136, Luc.

Tomas H.

ARTICLES OF INCORPORATION of THE TRANSCONTINENTAL GROUP, INC.

A SECRETAR 25 PH IR 39 14 SECRETAR 25 PH IR 39 5 SEC C S STATE I, the undersigned, do hereby desire to form a Corporation under the laws of the State of Florida, By and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be: THE TRANSCONTINENTAL GROUP, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this Corporation shall be the transaction of any or all lawful business which Corporations incorporated under Chapter 607 of the Florida State Statutes may transact and further to engage in any lawful act, activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

STOCK

This Corporation shall be authorized to issue 1,000 shares of common stock of \$1.00 par value.

ARTICLE IV

CORPORATE EXISTENCE

This Corporation shall exist perpetually, unless dissolved according to law and shall commence existence at the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business of this Corporation shall be at such point in Dade County, Florida as my be determined by the Board of Directors of this Corporation with the privilege of having branch or other offices within or without the State of Florida. The street address of the initial and principal office shall be at: 3225 Aviation Avenue, Suite 600, Miami, Florida 33133, and the registered agent shall be: John G. Shiley, P.A., at 3225 Aviation Avenue, Suite 600, Miami, Florida 33133. The mailing address shall be P.O. Box 43-0792, South Miami, Florida 33243-0792.

ARTICLE VI

NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors that shall consist of not less than one, or more than five persons, as shall from time to time be fixed by the by-laws. The initial Board of Directors shall consist of:

> Douglas M. Johnson 3225 Aviation Avenue, Suite 600 Miami, Florida 33133

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator is: John G. Shiley, P.A., 3225 Aviation Avenue, Suite 600, Miami, Florida.

ARTICLE VIII

REGISTERED AGENT

The Corporation designates: John G. Shiley, P.A., at 3225 Aviation Avenue, Suite 600, Miami, Florida as the registered agent for this Corporation.

ARTICLE IX

SPECIAL PROVISIONS

A. To contract or any other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or a director or officer, or are directors or officers, of such other Corporation, and any director or directors individually or Corporations, and any director or directors individually or Corporations, and any director or directors individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the Corporation, with any person or persons, firm or Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party of, are parties to, or are interested in such contract, act or transaction, or in any way connected with such person or persons, firms or Corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that may otherwise exist from this contracting with the Corporation in which he/she may be in anyway interested. Any directors of this Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled Corporation without regard to the fact that he/she is also a director of such subsidiary or controlled Corporation.

B. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by Statute and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to these Articles of Incorporation, has hereunto set their hand and seal, this \underline{O} day of \underline{ARLL} 199 \underline{T} .

John G. Shiley, P.A.

STATE OF FLORIDA]] ss: COUNTY OF DADE]

I HEREBY CERTIFY that on this \underline{D} day of \underline{APRIC} , 199 $\underline{7}$ before me personally appeared , to me well known and by me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me and before me that he executed the same for the purposes therein set forth.

WITNESS my hand and official seal at Miami, said County and State, the day and year first above written.

Notary Public, State of Florida



THE TRANSCONTINENTAL GROUP, INC. 3225 Aviation Avenue, Suite 600 Miami, Florida 33133 (305) 661-3639

I hereby accept appointment as Registered Agent for The Transcontinental Group, Inc. My address of record is: 3225 Aviation Avenue, Suite 600, Miami, Florida 33133.

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(SEAL John G. Shiley, P.A.

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