

P9700037432

TRANSMITTAL LETTER

FILED

97 APR 25 AM 9:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT:

Latin Golf Link, Inc.

(Proposed corporate name - must include suffix)

\*\*\*\*\*  
700002155387--3  
-04/25/97--01081--006  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

John W. FULTON

Name (Printed or typed)

1143 Olispo Avenue

Address

Coral Gables, FL 33134

City, State & Zip

305-461-2710

Daytime Telephone number

OK 4/28/97

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

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

FILED  
97 APR 25 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I NAME

The name of the corporation shall be: LATIN GOLF LINK, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1143 OBISPO AVENUE  
Coral Gables, FL 33134

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

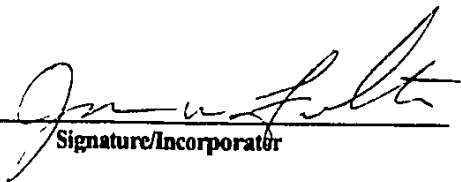
### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Stacey FULTON  
1143 OBISPO AVENUE  
Coral Gables, FL 33134

### ARTICLE V INCORPORATOR

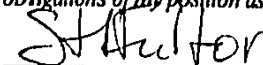
The name and address of the incorporator to these Articles of Incorporation are:

  
Signature/Incorporator

April 23, 1997  
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and 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

  
Signature/Registered Agent

4-23-97  
Date

**P97000037433**

**LEASURE, GARGANO, MARCHEWKA & HEIDKAMP**

A Partnership of Professional Associations  
Attorneys and Counselors at Law

**Leasure, Gargano & Marchewka, P.A.**

Jeffrey W. Leasure  
Anthony J. Gargano  
Richard M. Marchewka

**Thomas S. Heidkamp, P.A.**

Thomas S. Heidkamp

Telephone (941) 275-7515  
Telecopier (941) 275-6856

• Also Admitted in Louisiana  
† Florida Certified Mediator

1520 Royal Palm Sq. Blvd., Suite 260  
Fort Myers, Florida 33919

Reply To:  
Post Office Box 61169  
Fort Myers, FL 33906-1169

April 23, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6237  
Tallahassee, Florida 32314

**EFFECTIVE DATE**

4-23-97

8:00002154738--7  
-04/25/97--01025--011  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: Articles of Incorporation for  
DeSalvo & Wyatt Referral, Inc.**

Dear Madam:

I have enclosed one (1) original and one (1) copy of the Articles of Incorporation of DeSalvo & Wyatt Referral, Inc. I have also enclosed a check made payable to the Secretary of State in payment of your required fees as follows:

Filing Fee:	35.00
Registered Agent Filing Fee:	35.00
Certified Copy Fee:	52.50

**TOTAL: \$ 122.50**

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance.

Sincerely,

LEASURE, GARGANO, MARCHEWKA & HEIDKAMP

*Anthony J. Gargano*

Anthony J. Gargano

AJG:rds  
enclosures: as stated  
cc: client

**FILED**  
97 APR 25 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APR 28 1997**

**EFFECTIVE DATE**  
4-23-97  
**ARTICLES OF INCORPORATION**

**OF**  
**DESALVO & WYATT REFERRAL, INC.**

**FILED**  
97 APR 25 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do/does hereby adopt the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the corporation is DESALVO & WYATT REFERRAL, INC.

**ARTICLE 2. DURATION**

The duration of the corporation is perpetual.

**ARTICLE 3. PURPOSE**

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**ARTICLE 4. CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Those shares shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE 5. PRINCIPAL OFFICE**

The principal office of the corporation is 3960 Via Del Rey, Bonita Springs, Florida 34134 and the mailing address for the corporation is 3960 Via Del Rey, Bonita Springs, Florida 34134.

#### ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3960 Via Del Rey, Bonita Springs, Florida 34134 and the name of its registered agent at that address is A.P. DeSalvo.

#### ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial director of the corporation is as follows:

A.P. DeSalvo  
3960 Via Del Rey  
Bonita Springs, Florida 34134

#### ARTICLE 8. INCORPORATORS

The name and address of each incorporator is as follows:

A.P. DeSalvo  
3960 Via Del Rey  
Bonita Springs, Florida 34134

The incorporator shall have no personal liability under any circumstances. The corporation shall indemnify the incorporator under all circumstances not prohibited by law.

#### ARTICLE 9. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE 10. INDEMNIFICATION

The corporation shall indemnify each officer and director including former officers, directors and the incorporator, to the full extent permitted by law.

#### ARTICLE 11. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

#### ARTICLE 12. COMMENCEMENT OF CORPORATION EXISTENCE

In accordance with Section 607.01401, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

#### ARTICLE 13. SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the shareholders.

#### ARTICLE 14. DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum at a meeting of the directors. If a quorum is present, the affirmative vote of a majority of all the directors of the corporation shall be an act of the Board of Directors.

#### ARTICLE 15. DIVIDENDS

Dividends may be paid to the shareholders.

#### ARTICLE 16. INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

#### ARTICLE 17. INFORMAL DIRECTOR ACTION

Any action of the Board of Directors may be taken without a meeting, if consent in

writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

#### ARTICLE 18. SHAREHOLDER AGREEMENT

The shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the shares of the corporation. A copy of the agreement shall be filed with the corporation and all certificates of stock shall state that they are subject to the terms of the agreement and the stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and conditions of the agreement.

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation on this April 23, 1997.

A.P. DeSalvo  
A.P. DeSalvo

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgments, personally appeared A.P. DeSalvo, who is personally known to me or who provided \_\_\_\_\_ as identification and who did not take an oath.

Witness my hand and official seal in the County and State last aforesaid on this April 23rd, 1997.

My Commission Expires:

Rebecca D. Stokes

NOTARY PUBLIC

Rebecca D. Stokes

Print Name of Notary Public



REBECCA D. STOKES  
MY COMMISSION # CC468783 EXPIRES  
June 1, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**FILED**  
97 APR 25 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is DESALVO & WYATT REFERRAL, INC.
2. The name of the registered agent is A.P. DeSalvo and address of the registered agent and office is 3960 Via Del Rey, Bonita Springs, Florida 34134.

  
\_\_\_\_\_  
A.P. DeSalvo, Incorporator

April 23, 1997  
Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR DESALVO & WYATT REFERRAL, INC., 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 DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
A.P. DeSalvo, as Registered Agent

April 23, 1997  
Date