

TRANSMITTAL LETTER

P97000050586

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

SUBJECT: Take A Shot, Inc.
(proposed corporate name)

800002204448--3
-06/06/97--01090--005
*****70.00 *****70.00

Enclosed please find an original and one (1) copy of the articles of incorporation and certificate of designation for registered agent/registered office for the above corporation with check in the amount of \$70.

FROM:

David L. Cohen
Name

1031 Ives Dairy Rd., Ste. 127
Address

No. Miami Beach, FL 33179
City, State & Zip

(305) 654-9989
Telephone Number

FILED
97 JUN -6 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
6/19/97

ARTICLES OF INCORPORATION

OF

Take A Shot, Inc.

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

97 JUN -6
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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Take A Shot, Inc.

ARTICLE II PRINCIPAL OFFICE

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

1800 S. Bayshore Drive
Miami, FL 33132

ARTICLE III CAPITAL STOCK

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

100 Shares common stock at \$1.00 per share par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

David I. Cohen
1031 Ives Dairy Rd., Ste. 127
No. Miami Beach, FL 33179

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

David I. Cohen
1031 Ives Dairy Rd., Ste. 127
No. Miami Beach, FL 33179

Meredith L. Shapiro
1031 Ives Dairy Rd., Ste. 127
No. Miami Beach, FL 33179

The undersigned has(have) executed these Articles of Incorporation this

-----5th----- day of -----June-----, 19 97.



Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
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 registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Take A Shot, Inc.

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

David I. Cohen
(NAME)
1031 Ives Dairy Rd., Ste. 127
(P.O. BOX NOT ACCEPTABLE)
No. Miami Beach, FL 33179
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA
STATE SECRETARY

SIGNATURE ✓ [Signature]
(corporate officer)

TITLE ✓ President

DATE ✓ 6/5/97

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 ✓ [Signature]

DATE ✓ 6/5/97