

P97000052992



ACCOUNT NO. : 072100000032

REFERENCE : 425726 4303929

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Patricia Poynt*

ORDER DATE : June 12, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 425726-005

CUSTOMER NO: 4303929

000002210210--7

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: WELLINGTON SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY (2)  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED  
97 JUN 12 PM 1:49  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 12 AM 10:39  
DIVISION OF CORPORATION

W97-13800

BN JUN 16 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 12, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: WELLINGTON SERVICES, INC.  
Ref. Number: W97000013800

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for WELLINGTON SERVICES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 097A00031642

RECEIVED  
JUN 16 PM 12:22  
97

**ARTICLES OF INCORPORATION**

**OF**

**WELLINGTON SERVICES GROUP, INC.**

**FILED**  
97 JUN 12 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is **WELLINGTON SERVICES GROUP, INC.** (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 19442 East Country Club Drive, Aventura, Florida 33180.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$ .00	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's By-Laws; or
- (2) If the holders of not less than 50 per cent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2400, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Rosalyn Friedman.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's By-Laws. *The number of directors constituting the initial Board of Directors is one.* The name and address of the sole member of the initial Board of Directors, who will serve as the Corporation's director until his successor is elected and qualified, is:

Derek M. Ettinger  
19442 East Country Club Drive  
Aventura, Florida 33180

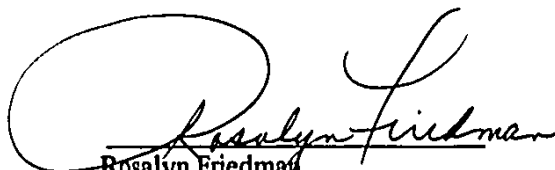
#### ARTICLE VII

The name of the Incorporator is Rosalyn Friedman, and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

#### ARTICLE VIII

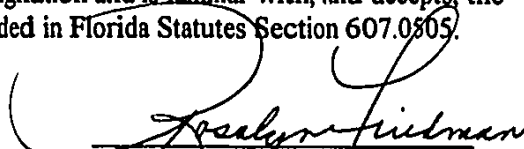
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Articles of Incorporation this 11<sup>th</sup> day of June, 1997.

  
Rosalyn Friedman

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of **WELLINGTON SERVICES GROUP, INC.**, accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0805.

  
Rosalyn Friedman

Dated: June 11, 1997

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97 JUN 12 PM 1:49  
STATE  
TALLAHASSEE, FLORIDA