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Transmittal Letter

MARCH 31, 1997  
(Date)

FILED  
97 JUL 11 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P.O. BOX 6327  
NEW FILING SECTION  
TALLAHASSEE, FL. 32314

600002132016--7  
-04/02/97--01125--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,

Scott Siciliano, R.A.

-----  
Enclosures

mc -1/14/97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

June 30, 1997

SCOTT SICILIANO  
8335 S.W. 72ND AVE. APT 212-D  
MIAMI, FL 33143

SUBJECT: SCOTT SICILIANO ENTERPRISES, INC.  
Ref. Number: W97000007743

We have received your document for SCOTT SICILIANO ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOUR COVER LETTER IS FILED ALONG WITH THE VALIDATION IN MY PENDING FILE. HOWEVER, THE DOCUMENT MUST CONTAIN WRITTEN ACCEPTANCE BY THE REGISTERED AGENT. I SENT A FORM FOR YOUR CONVENIENCE.

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 (850) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 497A00016779



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 5, 1997

**SCOTT SICILIANO**  
8335 S.W. 72ND AVE. APT 212-D  
MIAMI, FL 33143

**SUBJECT: SCOTT SICILIANO ENTERPRISES, INC.**  
Ref. Number: W97000007743

We have received your document for SCOTT SICILIANO ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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.

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) 487-6067.

**Neysa Culligan**  
Document Specialist

Letter Number: 497A00016779



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 3, 1997

SCOTT SICILIANO  
8335 S.W. 72ND AVE. APT 212-D  
MIAMI, FL 33143

SUBJECT: SICILIANO ENTERPRISES, INC.  
Ref. Number: W97000007743

We have received your document for SICILIANO ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 497A00016779

**ARTICLES OF INCORPORATION  
of  
SCOTT SICILIANO ENTERPRISES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:*

**ARTICLE I  
CORPORATE NAME**

*The name of this corporation is SCOTT SICILIANO ENTERPRISES, INC..*

**ARTICLE II  
SHARES**

*The total number of shares which the corporation shall have authority to issue is 500 shares with a par value of \$1.00 per share.*

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

*The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:*

**Initial Corporate Address:**

*Scott Siciliano Enterprises, Inc.  
8335 S.W. 72nd Avenue, Apt. 212-D  
Miami, Florida 33143*

**Initial Registered Agent:**

*Scott Siciliano, Registered Agent  
8335 S.W. 72nd Avenue, Apt. 212-D  
Miami, Florida 33143*

**ARTICLE IV  
PURPOSE**

*The purpose of the corporation is to engage in any lawful activity permitted by the laws of the State of Florida.*

## **ARTICLE V DIRECTORS**

*The names and residence addresses of the persons constituting the initial board of directors are:*

**Scott Siciliano, Director  
8335 S.W. 72ND AVENUE #212-D  
DADE County  
MIAMI, FL 33143**

*After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.*

*The directors shall be divided into 1 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.*

## **ARTICLE VI LIABILITY OF DIRECTORS**

*To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.*

*Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.*

## **ARTICLE VII OTHER PROVISIONS**

**Preemptive Rights.** *The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.*

**Director or Officer Interest.** *In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this*

corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.


**Stock Transfer Restriction.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Corporate Seal.** The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

**Execution of Written Instruments.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
**Scott Siciliano, Incorporator**  
8335 S.W. 72ND AVENUE #212-D  
MIAMI, FL 33143



Scott Siciliano

Scott Siciliano, Incorporator  
8335 S.W. 72ND AVENUE #212-D  
MIAMI, FL 33143

Scott Siciliano PRESIDENT

Scott Siciliano, Incorporator  
8335 S.W. 72ND AVENUE #212-D  
MIAMI, FL 33143

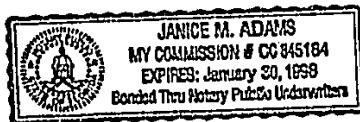
Scott Siciliano PRESIDENT

Scott Siciliano, Incorporator  
8335 S.W. 72ND AVENUE #212-D  
MIAMI, FL 33143

State of Florida, County of DADE, ss:

Subscribed and sworn to (or affirmed) before me this 1st day of May, 1997.

Janice M. Adams  
Notary Public





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

*Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Scott Siciliano Enterprises, Inc.

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

Scott Siciliano  
(Name)

8335 SW 72<sup>nd</sup> Av., 212-D  
(P.O. Box NOT acceptable)

Miami, FL 33143  
(City/State/Zip)

*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 Scott Siciliano

DATE 7-9-97

FILED  
97 JUL 11 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314