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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: WILLIAM LTD., INC.
AUDIT NUMBER.....H97000011480
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
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TALLAHASSEE, FLORIDA

Rm 7/15/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1997

EMPIRE

SUBJECT: WILLIAM LTD., INC.
RET: W97000016274

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: E97000011480
Letter Number: 397A00036136

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**ARTICLES OF INCORPORATION OF
WILLIAM LIMITED, INC.**

I, Jack W. Kensinger, the undersigned incorporator of this corporation under Section 607.194, Florida Statutes, as amended, do hereby form this corporation and adopt the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is WILLIAM LIMITED, INC.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted is to do any business, activity, or endeavor which is lawful in the State of Florida.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of no par value stock.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than One Thousand (\$1,000.00) and 00/100 Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of

This Instrument Prepared By: Clifford D. Heck, Esq.
Florida Bar No. 301590
100 S. E. Bayshore Blvd., #1101
Miami, FL 33131

(306) 579-0010

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shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Jack W. Kensinger	P.O. Box 54-6067 Surfside, FL 33154	100

ARTICLE VII

DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Jack W. Kensinger, President	P.O. Box 54-6067 Surfside, Florida 33154

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share

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thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 91 N.E. 40th Street, Miami, Florida 33137, and the name of the initial Registered Agent of this corporation is Jack W. Kensinger and his address is 91 N.E. 40th Street, Miami, Florida 33137

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

ADDITIONAL RIGHTS AND POWERS

The corporation shall have the further right and power to:

- A. From the time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.
- B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.
- C. Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida)

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outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

D. The corporation reserves the right to amend, alter, change or appeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 14th day of July, 1997.

Jack W. Kensinger
JACK W. KENSINGER
Address: 91 N.E. 40th Street
Miami, Florida 33137

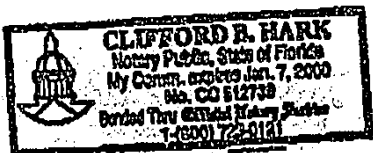
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of July, 1997, by Jack W. Kensinger, who personally appeared before me at the time of notarization, and who is personally known to me and who did take an oath.

NOTARY PUBLIC

sign *Clifford B. Hark*
CLIFFORD B. HARK

print CLIFFORD B HARK
State of Florida at Large
(Seal)
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH Section 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST, that ~~WILLIAM LIMITED, INC.~~ ^{desiring to organize or qualify under the laws of the State of}
Florida with its principal place of business in the State of Florida, has named Jack W. Kensinger,
located at 91 N.E. 40th Street, Miami, Florida 33137, as its agent to accept service of process within
Florida.

Signature: Jack W. Kensinger
JACK W. KENSINGER

DATED this 14th day of July, 1997.

Having been named to accept service of process for the above stated corporation, 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.

Signature: Jack W. Kensinger
JACK W. KENSINGER, Registered Agent

DATED this 14th day of July, 1997.

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