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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: C.P. HIGGINS & ASSOCIATES, INC.

AUDIT NUMBER.....H97000012377

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA
SECRET

**ARTICLES OF INCORPORATION
OF
C.P. HIGGINS & ASSOCIATES, INC.**

ARTICLE I

The name of the corporation is **C.P. HIGGINS & ASSOCIATES, INC.**

ARTICLE II

The corporation shall have perpetual existence unless sooner dissolved as provided by law.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted by the corporation, and the powers and privileges to be exercised by it shall include any and all lawful business that is given to bodies corporate under the Statutes of the State of Florida, together with all rights, powers and privileges incident thereto.

ARTICLE IV

The capital stock of the corporation shall consist to one hundred thousand (100,000) shares of common stock with \$1.00 par value, which stock shall be paid for in cash, real or personal property or services which shall be fixed by the Board of Directors of said corporation, and the stock shall be issued on the value so fixed. All stock shall be fully paid for and non-assessable.

ARTICLE V

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

ARTICLE VI

The street address of the initial principal and registered office of this corporation is 513 Melaleuca, Margate, Florida 33063, and the name of the initial registered agent of this corporation is Daniel L. Camahan.

ARTICLE VII

The corporation shall have not less than one (1) director initially. The number of

Douglas R. Bell, Esq. FBN.
800 E. Broward Blvd. #601

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directors may be either increased or diminished from time to time and their method of election shall be as stated in the by-laws of the corporation. The name and address of the initial directors of this corporation are: Daniel L. Carnahan; 6042 N.W. 66th Avenue, Parkland, Florida 33067 and Mark A. Higgins; 8007 Southwest 6th Street, North Lauderdale, Florida 33068.

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is: Daniel L. Carnahan; 6042 N.W. 66th Avenue, Parkland, Florida 33067. The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Shares of the capital stock of this corporation shall be issued to the following people in the amount set opposite their name:

DANIEL L. CARNAHAN 5,100 SHARES

MARK A. HIGGINS 4,900 SHARES

shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such are first offered to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X

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.

ARTICLE XI

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE XIII

Members of the Board of Directors may participate in meetings of the Board of

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Directors by means of conference telephone as provided by law.

ARTICLE XIV

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

ARTICLE XVI

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation of C.P. HIGGINS & ASSOCIATES, INC., on this 29 day of July, 1997.



DANIEL L. CARNAHAN

STATE OF FLORIDA)
)S
COUNTY OF BROWARD)

I HEREBY CERTIFY, that the foregoing instrument was acknowledged before me, this day, by DANIEL L. CARNAHAN. He is personally known to me.

WITNESS my hand and official seal in the county and state last aforesaid on this 29 day of July, 1997.

My Commission Expires:



Notary Public - State of Florida



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE. NAMING THE AGENT UPON WHOM PROCESS MY BE SERVED**

PURSUANT TO Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that C.P. HIGGINS & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal address as indicated in the Articles of Incorporation, at the City of Margate, County of Broward, State of Florida, has named Daniel L. Carnahan; 513 Malaleuca, Margate Florida 33067, as its agent to accept service of process in this state.

I HEREBY AGREE to act as agent for C.P. HIGGINS & ASSOCIATES, INC., to accept service of process within the State of Florida.



DANIEL L. CARNAHAN

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MARGATE, FLORIDA

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