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LAW OFFICES
RICHARD J. LEE
PROFESSIONAL ASSOCIATION

97 JUL 30 PM 1:66

6TH FLOOR GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD

CORAL GABLES, FLORIDA 33134

RICHARD J. LEE, LL.M.

H. HUGH MCCONNELL

THOMAS D. LUMPKIN, II
OF COUNSEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 444-1414
FACSIMILE (904) 444-2396

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***122.50 ***122.50

July 16, 1997

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

VIA U.S. MAIL

RE: Articles of Incorporation for SVP ^{OF Miami, Inc.} Corp.

Dear Madam or Sir:

Enclosed are 2 originals of the Articles of Incorporation for SVP Corp. along with the Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served. Also, enclosed is a check in the amount of \$122.50 for filing the articles and a certified original. Please send the certified Articles of Incorporation to the undersigned at the above address.

If you have any questions, or if further information is needed please do not hesitate to contact me.

Very truly yours,

RICHARD J. LEE, P.A.

By: 

RJL:tlh

Enclosures

cc: Mr. Simon Porteous
L/MCA/1100216001

497-1697
JUL 30/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 23, 1997

RICHARD J. LEE, ESQ.
2655 LEJEUNE RD
CORAL GABLES, FL 33134

SUBJECT: SVP CORP.
Ref. Number: W97000016971

We have received your document for SVP CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 297A00037318

LAW OFFICES
RICHARD J. LEE
PROFESSIONAL ASSOCIATION

8TH FLOOR GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD

CORAL GABLES, FLORIDA 33134

RICHARD J. LEE, LL.M.

H. HUGH MCCONNELL
THOMAS D. LUMPKIN, II
OF COUNSEL

TELEPHONE (305) 444-1414
TELECOPIER (305) 444-2390

July 28, 1997

Ms. Pamela Hall
Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

VIA U.S. MAIL

RE: Articles of Incorporation for SVP of Miami, Inc.

Dear Ms. Hall:

Pursuant to your letter of July 23, 1997 enclosed are 2 originals of the Articles of Incorporation for SVP of Miami, Inc., along with the Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served. A check in the amount of \$122.50 for filing the articles and a certified original was sent to the Division of Corporations on July 16, 1997 with the documents for SVP Corp. Please send the certified Articles of Incorporation to the undersigned at the above address.

If you have any questions, or if further information is needed please do not hesitate to contact me.

Very truly yours,

RICHARD J. LEE, P.A.

By. 

RJL:tlh

Enclosures

cc: Mr. Simon Porteous
L/MCA/1100216.002

ARTICLES OF INCORPORATION

OF

SVP OF MIAMI, INC.

FILED

97 JUL 30 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of the corporation shall be:

SVP OF MIAMI, INC..
3301 Coral Way, Box 45
Miami, Florida 33145

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the corporation shall be:

RICHARD J. LEE, P.A.
Fifth Floor - 2655 Le Jeune Road
Coral Gables, Florida 33134

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

ARTICLE VI

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 rata share thereof at the price at which it is offered to others.

ARTICLE VII

DIRECTORS

This corporation shall have One (1) Director, initially. The number of directors may be increased or diminished from time to time By-Laws adopted by the stockholders, but shall never be less than One (1). The name and street address of the initial member of the Board of Directors is:

SIMON PORTEOUS
3301 Coral Way, Box 45
Miami, Florida 33145

The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX

OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

SIMON PORTEOUS, PRESIDENT

SIMON PORTEOUS, TREASURER

SIMON PORTEOUS, SECRETARY

ARTICLE X

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

RICHARD J. LEE
2655 LeJeune Road, 5th Floor
Coral Gables, Florida 33134

ARTICLE XI

CONFLICT OF INTEREST

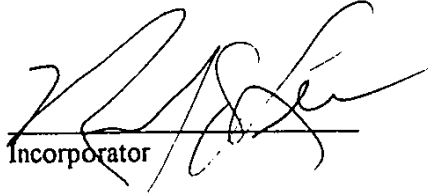
No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

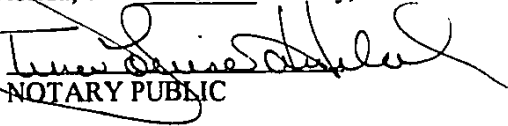
IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal this 28 day of July, 1997.


Incorporator

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Michael J. Lee
to me known to be the person described as Incorporator and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Dade County, Florida, this 28 of July, 1997.


NOTARY PUBLIC

My Commission Expires:



C/1100216.004



FILED

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

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Statute:

That SVP of Miami, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Richard J. Lee, P.A., a Florida professional association, of 2655 LeJeune Road, 5th Floor, Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Statute relative to keeping open said office.

RICHARD J. LEE, P.A.

By:  (SEAL)
Richard J. Lee, President