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FLORIDA DIVISION OF CORPORATIONS

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FROM: BERMAN WOLFE & RENNERT, P.A.  
CONTACT: CHRISTINA DE HOWARTZ  
PHONE: (305)577-4166  
(305)373-6036

AT#: 076103002011

FA

AME: DADE CAPITAL PARTNERS, INC.

AUDIT NUMBER.....H97000014617

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

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 4, 1997

BERMAN WOLFE & RENNERT, P.A.

SUBJECT: DADE CAPITAL PARTNERS, INC.  
REF: W97000020445

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

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return the original and one copy of 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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

FAX Aud. #: B97000014617  
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**ARTICLES OF INCORPORATION  
OF  
DADE CAPITAL PARTNERS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - Name**

The name of the corporation is Dade Capital Partners, Inc. (the "Corporation").

**ARTICLE II - Purpose**

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida or any other state, country, territory or nation.

**ARTICLE III - Capital Stock**

The Corporation is authorized to issue 100,000,000 shares of common stock, par value \$.0001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE IV - Registered Office and Agent**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

Berman Wolfe & Rennert, P.A.  
NationsBank Tower at International Place  
100 S.E. Second Street, 35<sup>th</sup> Floor  
Miami, FL 33134-2130  
Attn: Charles J. Rennert

This Document Prepared By:  
Charles J. Rennert, Esquire #717400  
Berman Wolfe & Rennert, P.A.  
100 Southeast Second Street, Suite 3500  
Miami, Florida 33131  
(305) 577-4177

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**ARTICLE V - Corporate Mailing Address**

The principal office and mailing address of the Corporation is:

Berman Wolfe & Rennert, P.A.  
NationsBank Tower at International Place  
100 S.E. Second Street, 35<sup>th</sup> Floor  
Miami, FL 33134-2130  
Attn: Charles J. Rennert

**ARTICLE VI - Incorporator**

The name and street address of the incorporator of the Corporation are as follows:

Berman Wolfe & Rennert, P.A.  
NationsBank Tower at International Place  
100 Southeast Second Street, 35th Floor  
Miami, Florida 33131-2130  
Attention: Charles J. Rennert

**ARTICLE VII - Powers**

The Corporation shall have all of the corporate powers enumerated under Florida law.

**ARTICLE VIII - Director-Conflicts of Interest**

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

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(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, committee, or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent permitted under, and subject only to the limitations and provisions of, the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, and the presence or vote of common or interested directors may be counted for purposes of determining whether the transaction is approved under provisions of Florida law other than those relating to director conflicts of interest.

#### **ARTICLE IX - No Anti-Takeover Law Governance**

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

#### **ARTICLE X - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

#### **ARTICLE XI - Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

#### **ARTICLE XII - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 4th day of September 1997.

By: Charles J. Rehnert  
Charles J. Rehnert, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Dade Capital Partners, Inc., at the place designated in the Articles of Incorporation, the undersigned, a Florida corporation having a business office identical with the registered office of the Corporation named above, agrees to act in this capacity, and is familiar with and accepts the obligations of the position of registered agent under the provisions of Section 607.0505, Florida Statutes.

Dated this 4th day of September, 1997.

By: Charles J. Rennert  
Charles J. Rennert, Registered Agent

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LAHASS, FLORIDA