

P97000077373

Michael A. Gorski
888 Brickell Key Drive
Suite 1109
Miami, FL 33131
(305) 371-2328

August 20, 1997

EFFECTIVE DATE
9-1-97

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

3
500002276445--5
-08/25/97-01131--008
*****70.00 *****70.00

To whom it may concern,

Attached you will find my completed Articles of Incorporation. I have enclosed a check made payable to the Secretary of State in the amount of \$70.00 for the filing fee.

I can be contacted at the above address or phone number.

Sincerely,

Michael A. Gorski

Michael A. Gorski

FILED
97 SEP -8 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 97-19729

2557



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1997

MICHAEL A GORSKI
888 BRICKELL KEY DR STE 1109
MIAMI, FL 33131

SUBJECT: EXECUTIVE OVERDRIVE, INC.
Ref. Number: W97000019729

We have received your document for EXECUTIVE OVERDRIVE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.")

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 097A00042903

Remailed with attached:

- 1. Original Articles of Incorporation.*
- 2. Cert. of Designation of Registered Agent.*

9/3/97

**ARTICLES OF INCORPORATION OF
EXECUTIVE OVERDRIVE, INC.**

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

EFFECTIVE DATE
9-1-97

FILED
97 SEP -8 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be: Executive Overdrive, Inc.

ARTICLE II

GENERAL PURPOSE

This organization is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (\$1,000) shares of common stock having a par value of One-Dollar (\$1.00) per share.

ARTICLE IV

ADDRESS

888 Brickell Key Drive, Suite 1109, Miami, Florida 33131.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The method of election of directors shall be stated in the bylaws.

ARTICLE VI

DIRECTORS

The business of this corporation shall be managed by a board of directors. There shall be one (1) director initially. The number of directors may be increased, and after such increase, decrease from time to time by bylaws adopted by the shareholders. In no event shall the number of directors be less than one (1).

The name and address of the director is Michael Gorski, 888 Brickell Key Drive, Suite 1109, Miami, Florida 33131.

ARTICLE VII

DATE CORPORATE EXISTENCE COMMENCES

The date when corporate existence for this corporation shall begin shall be September 1, 1997.

ARTICLE VIII

REGISTERED AGENT

J. Lorraine Brennan, Esquire
WOMACK, APPLEBY & BRENNAN, P.A.
7700 N. Kendall Drive
Suite 705
Miami, FL 33156

ARTICLE IX

BYLAWS

The power to adopt, alter or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In witness whereof, the undersigned executed these Articles of Incorporation this 20th day of August, 1997.

Lisa Shalea
WITNESS

Michael A. Gorski
MICHAEL GORSKI

STATE OF FLORIDA)
: ss.
COUNTY OF DADE)

I HEREBY CERTIFY that on this 20th day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared MICHAEL GORSKI, to me know to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of August, 1997.

Ivett Perez
NOTARY PUBLIC - STATE OF FLORIDA
AT LARGE

IVETT M. PEREZ
COMMISSION # CC 344501
EXPIRES JAN 26, 1998
Atlantic Bonding Co., Inc.
800-732-2245

My Commission Expires:

Jan 26, 1998

**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: Executive Overdrive, Inc.

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

J. Lorraine Brennan
(Name)

Womack, Appleby + Brennan, P.A.
(P.O. Box ~~NOT~~ acceptable)

7700 North Kendall Dr. Suite 705
(City/State/Zip)
Miami, FL 33156

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

DATE

9.2.97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP -8 AM 11:30

FILED

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