

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT 20 AM 10:58

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-10/20/97--01004--021  
\*\*\*122.50 \*\*\*122.50

Airport Liquors, Inc.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC I or 3 File \_\_\_\_\_
- UCC II Search \_\_\_\_\_
- UCC II Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

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97 OCT 20 AM 9:51  
DIVISION OF CORPORATIONS

Signature \_\_\_\_\_

Requested by:     *RM*    

Name \_\_\_\_\_ Date     10/20     Time     9:13    

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

RP  
10.20.97

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SECRETARY OF STATE  
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97 OCT 20 AM 10:58

ARTICLES OF INCORPORATION  
OF  
AIRPORT LIQUORS, INC.

The undersigned Incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is AIRPORT LIQUORS, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of the capital stock which the corporation shall have authority to issue is 1,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

DURATION

The corporation is to exist perpetually commencing at the time of filing these Articles of Incorporation by the Department of State.

ARTICLE V

DIRECTOR

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but there shall never be less than one or more than four Directors. The name and street address of the Director of this corporation is:

Anthony Luce  
2227 Belvedere Road  
West Palm Beach, FL 33406

Angela Luce  
2227 Belvedere Road  
West Palm Beach, FL 33406

Michael Luce  
2227 Belvedere Road  
West Palm Beach, FL 33406

ARTICLE VI

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

Bruce W. Parrish, Jr.,  
105 S. Narcissus Ave.  
Suite 701  
West Palm Beach, FL 33401

ARTICLE VII

The principal address of this corporation shall be:

105 S. Narcissus Ave.  
Suite 701  
West Palm Beach, FL 33401

ARTICLE VIII

AMENDMENTS OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to reservation.

ARTICLE IX

BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 105 So. Narcissus Avenue, Suite 701, West Palm Beach, Florida 33401 and the name of the initial Registered Agent at that address is: Bruce W. Parrish, Jr.

IN WITNESS WHEREOF, the undersigned, being the Incorporators, have executed these Articles of Incorporation.



\_\_\_\_\_  
Bruce W. Parrish, Jr.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of Airport Liquors  
Inc., were acknowledged before me this 17<sup>th</sup> day of October,  
1997.

Gretchen Razner

Print Name

Notary Public State of Florida

My Commission Expires:



Gretchen Razner  
MY COMMISSION # CC578598 EXPIRES  
August 20, 2000  
BONDED THRU TROY FAH INSURANCE, INC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT 20 AM 10:58

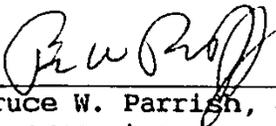
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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.

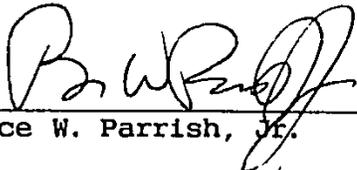
1. The name of the corporation is Airport Liquors, Inc.
2. The name and address of the registered agent and office are:

Bruce W. Parrish, Jr.  
105 So. Narcissus Ave.  
Suite 701  
West Palm Beach, FL 33401

Dated this 17 day of October, 1997.

  
\_\_\_\_\_  
Bruce W. Parrish, Jr.  
Incorporator

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.

  
\_\_\_\_\_  
Bruce W. Parrish, Jr.

Dated: 10/17/97

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797000089856

**AMERILAWYER®**  
 (Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. RM ASSOCIATES, INC.  
 (Corporation Name) D# 97002321438--2  
 -10/16/97--01010--004
2. \_\_\_\_\_  
 (Corporation Name) (Document #) \*\*\*1330.00 \*\*\*\*70.00
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk-In     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

W97-236016  
 K. Rolfe    **OCT 16 1997**

K. Rolfe    **OCT 20 1997**

RECEIVED  
 97 OCT 16 AM 9:13  
 DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 16, 1997

AMERILAWYER  
343 ALMERIA AVE  
CORAL GABLES, FL 33134

SUBJECT: RM ASSOCIATES, INC.  
Ref. Number: W97000023606

We have received your document for RM ASSOCIATES, 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 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.

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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 097A00050589

*ASAR*

97 OCT 20 AM 9:21  
DIVISION OF CORPORATIONS

# ARTICLES OF INCORPORATION

OF

## RM FUNDING, INC.

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97 OCT 20 4:10:59  
FILED

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### ARTICLE 1 - NAME

The name of the Corporation is **RM FUNDING, INC.**, (hereinafter, "Corporation").

### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 22590 Meridiana Drive, Boca Raton, Florida 33433 and the mailing address is the same.

### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Ruth Moses
Secretary:	Ruth Moses
Treasurer:	Ruth Moses

whose addresses shall be the same as the principal office of the Corporation.



### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Ruth Moses

whose addresses shall be the same as the principal office of the Corporation.

### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



**ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

**ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 15 - EFFECTIVE DATE**

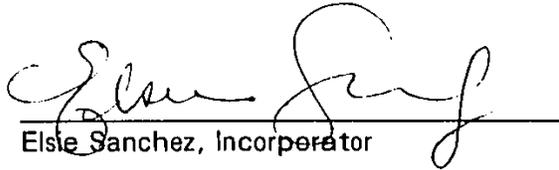
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

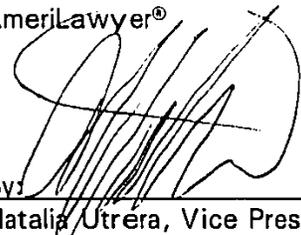


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this OCT 20 1997.

  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer®  
  
By: \_\_\_\_\_  
Natalia Utrera, Vice President

OCT 20 1997  
11:59 AM

