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TRANSMITTAL LETTER

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

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-10/20/97--01079--017
***131.25 ***131.25

SUBJECT: MANESUN CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: LAW OFFICES OF VENE M. HAMILTON
Name (printed or typed)

259 North University Drive
Address

Pembroke Pines, Florida 333024
City, State & Zip

(954) 894-9333

Daytime Telephone number

Cassandra Barriere
AUTHORIZATION BY PHONE TO

CORRECT *Effective Date*

DATE *10/21/97*

DOC. EXAM *[Signature]*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 PM 3:42

NOTE: Please provide the original and one copy of the articles.

[Signature] 10/21/97

LAW OFFICES OF VENE M. HAMILTON, P.A.

VE NE M. HAMILTON
ATTORNEY-AT-LAW
289 NORTH UNIVERSITY DRIVE
PEMBROKE PINES, FLORIDA 33024

Telephone (954) 894-9333 Dade (305) 844-3323
Fax (954) 894-0037

Jana E. Lyle
Of Counsel

October 17, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 PM 3:42

RE: Clint Francis Reid
and Manesun Corporation

To Whom it May Concern:

Please make the Articles of Incorporation of Manesun Coporation effective as of October 13, 1997. If you have any questions you can contact my office at (954) 894-9333.

Sincerely,



Vene M. Hamilton

Enclosures

EFFECTIVE DATE

10/13/97

**ARTICLES OF INCORPORATION
OF
MANESUN CORPORATION**

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DIVISION OF CORPORATIONS
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For the purpose of forming a corporation under Ch.607 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be MANESUN CORPORATION and its principal place of business shall be in MIAMI, FLORIDA with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The specific purpose of this corporation is to engage in TRAVEL AGENCY in the state of Florida, not withstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its by Laws.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin shall be not less than one thousand dollars (1000.00)

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure. EFFECTIVE DATE: OCTOBER 13, 1997

ARTICLE VI

The number of directors of said corporation shall be provided in the By-Laws but in no event shall

the number be less than (1) nor more than (5).

ARTICLE VII

The names and post office address of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless other wise stated by the By-Laws, are:

CLINT FRANCIS REID
404 Washington Ave., Suite 680C
Miami, Florida 33139

ARTICLE VIII

The registered address of the principle office of the corporation shall be:

404 Washington Ave, Suite 680C
Miami, Florida 33139

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the By-Laws so provide, may hold their meetings in or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statue to the Directors.

ARTICLE X

Amendments and revisions, including alterations of any provisions, of these Articles, and the By-Laws, shall be by the shareholders or by the majority vote of the shareholders voting, in the manner now or hereafter prescribed by the statutes.

ARTICLE XI

Shares of capital stock of this corporation shall be vested in the following persons and in the following persons and in the amount set opposite their names

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Clint Francis Reid	100

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to another person or corporation, unless approved by the president of this corporation. The price and terms of which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five(5) days written notice.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV

The shareholders of this corporation have the right to dissent from any corporate actions that shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XVI

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 President of this corporation.

ARTICLE XVII

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XXII

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the stockholders at the following address:

404 Washington Ave., Suite 680C
Miami, Florida 33139

ARTICLE XXIII

The names and addresses of the subscribers to these articles are:

CLINT FRANCIS REID
404 Washington Ave., Suite 680C
Miami, Florida 33139

ARTICLE XXIV

The name and address of the resident agent of this corporation is:

CLINT FRANCIS REID
404 Washington Ave., Suite 680C
Miami, Florida 33139

ARTICLE XXV

I, Clint Francis Reid, a subscriber to these Articles, hereby am familiar with and accept the duties

and responsibilities as Registered Agent for Manesun Corporation. Hereunto set my hand and seal
this 15th day of October, 1997.

Assanalla M. Bane
Witness

Clint Francis Reid
Clint Francis Reid

[Signature]
Witness

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 PM 3:42

STATE OF FLORIDA)

83

COUNTY OF BROWARD)

On this 15th day of October, 1997, before me, the undersigned, a notary public in and for said county in said state, personally appeared Clint Francis Reid, to me known to be the person(s) named herein, and executed the foregoing Articles of Incorporation, and acknowledge that he executed the same as his voluntary act and deed.

Personally known _____

Showed I.D. ✓

Type of I.D. FI DL

[Signature]
NOTARY PUBLIC STATE OF FLORIDA

Print name: _____

My commission expires: _____



VENE HAMILTON
COMMISSION # CC 542074
EXPIRES MAR 24, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.