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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: OMNI CITY ENTERPRISES, INC.

AUDIT NUMBER.....H97000018270

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

CERT. OF STATUS..0

PAGES.....5

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**ARTICLES OF INCORPORATION
OF
OMNI CITY ENTERPRISES, INC**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act. Hereby adopt(s) the following Articles of Incorporation:

ARTICLE I- NAME

The name of the Corporation shall be: Omni City Enterprises, Inc.

ARTICLE II-PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

19120 N.W. 6th Court
Miami, Florida 3169

ARTICLE III-SHARES

The number of shared stock that this corporation is authorized to have outstanding at any one time is:

100 shares of One (\$1.00) dollar par value common stock, which shall be designated
"Common Shares"

ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Tanya J. Brinkley, Esq.
Office at Bay Point, Suite 1200
4770 Biscayne Boulevard
Miami, Florida 33137

Prepared By:
Law Office of Tanya J. Brinkley, Esq., P.A.
Office at Bay Point, Suite 1200
4770 Biscayne Boulevard
Miami, Florida 33137
Florida Bar #: 0074524
(305) 516-1011

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ARTICLE V- DURATION

This corporation shall have perpetual existence.

ARTICLE VI-PURPOSE

This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Directors is:

Demetrius A. Wright
19120 N.W. 6th Court
Miami, Florida 33169

ARTICLE VIII-BYLAWS

The Bylaws of this Corporation may be adopted, altered, Amended or repealed by either the Shareholders or Directors.

ARTICLE IX-INDEMNIFICATION

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

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

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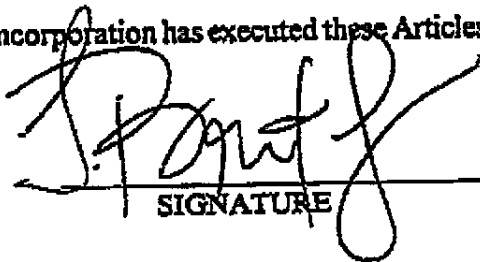
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ARTICLE XI-INCORPORATOR

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

Law Office Of Tanya J. Brinkley, Esq., P.A.
Office at Bay Point, Suite 1200
4770 Biscayne Boulevard
Miami, Florida 33137

The undersigned incorporation has executed these Articles of Incorporation this 31st day of October, 1997.


SIGNATURE

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CERTIFICATE OF DESIGNATION OF 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.

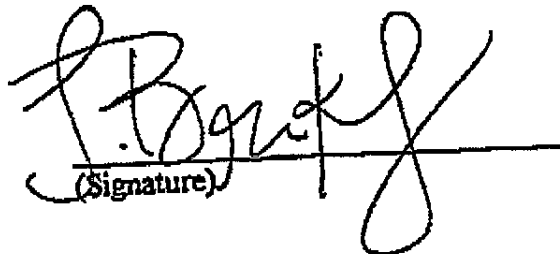
1. The name of the corporation is:

OMNI CITY ENTERPRISES, INC.

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

Tanya J. Brinkley, Esq.
Office at Bay Point, Suite 1200
4770 Biscayne Boulevard
Miami, Florida 33137
Office: (305) 576-1011
Fax: (305) 571-9287

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)

10/31/97
(Date)

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

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