

1/12/98

P98000003239

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:53 PM

((H98000000717 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: 801 CELERY, INC.

AUDIT NUMBER.....H98000000717

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:10:17

FILED
98 JAN 13 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 1/13/98

H98000000717

ARTICLES OF INCORPORATION

FILED

⑥

OE

98 JAN 13 AM 8:34

801 CELERY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be:

801 CELERY, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall be One Thousand (1,000) shares at \$1.00 par value, which shall be designated "Common Shares."

Michael J. Monchick, Esq., F.B.N. 163991
1803 S. Australian Ave., Suite A
West Palm Beach, FL 33409
Telephone: (561) 683-6990

H98000000717

H98000000717

ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be West Palm Beach, County of Palm Beach, State of Florida, and its mailing address shall be:

1803 South Australian Avenue, Suite A-LWH
West Palm Beach, FL 33409

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

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

Larry W. Hodges
1803 South Australian Avenue, Suite A-LWH
West Palm Beach, FL 33409

H98000000717 ARTICLE VIII

OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Larry W. Hodges - President, Secretary-Treasurer, and Director
1803 S. Australian Avenue, Suite A-LWH
West Palm Beach, FL 33409

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

ARTICLE IX

INCORPORATORS

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

Larry W. Hodges
1803 S. Australian Avenue, Suite A-LWH
West Palm Beach, FL 33409

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

ARTICLE XI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

H98000000717

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporators to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 9th day of JANUARY, 1998.

In the presence of:

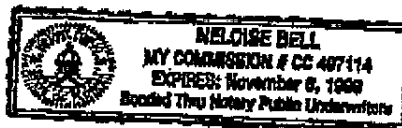
Nelise Bell
Deborah S. Weisman Jerry W. Hodges
Jerry W. Hodges, Incorporator

STATE OF FLORIDA; COUNTY OF PALM BEACH:

The foregoing was sworn to and acknowledged before me this 9th day of JANUARY, 1998.

Nelise Bell
Nelise Bell, Notary Public, State of Florida
Commission Number: CC497114
My commission expires: Nov 6, 1999

- Affiant is personally known.
- Affiant took an oath.



H98000000717

H98000000717

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:


First, that 801 CELERY, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of West Palm Beach, County of Palm Beach, State of Florida, has named:

**Larry W. Hodges
1803 S. Australian Avenue, Suite A-LWH
West Palm Beach, FL 33409**

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



**Larry W. Hodges
Registered Agent**

FILED
98 JAN 13 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000000717