

P98000010643

2/2/98 kenneth

kenneth P. Speiller

Requestor's Name

1507 NW 14 street

Address

Miami FL 33125

City

State

ZIP

Phone

326-9977

EFFECTIVE DATE  
2-2-98

CORPORATION(S) NAME

Schmanke Bros., INC.

Charter Number Only

FILED  
98 FEB -3 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
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DIVISION OF CORPORATION

EFFECTIVE DATE  
2-2-98

ARTICLES OF INCORPORATION OF  
SCHMANKE BROS., INC.

Article I - Name

The name of this corporation is SCHMANKE BROS., INC. The initial address of the corporation shall be 3191 Coral Way, Suite 800, Miami, Florida 33145.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these articles.

Article III - Purpose

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida's General Corporation Act.

Article IV - Stock

The aggregate number of shares which the corporation has authority to issue is three hundred (300), all of which shall be common shares with a par value of one dollar (\$1.00).

Article V - Pre-emptive Rights Granted

Each shareholder of any class of stock of the corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

Article VI - Directors

The board of directors of the corporation shall consist of not less than one (1) nor more than seven (7) members.

The members of the first board of directors are as follows:

Fred Moldovan, (Treasurer), 3191 Coral Way, Suite 800, Miami, Florida 33145;

Ray Rodriguez, (Vice-President and Secretary), 3191 Coral Way, Suite 800, Miami, Florida 33145; and

Alex Michaels, (President), 1507 N.W. 14 Street, Miami, Florida 33125.

KENNETH P. SPEILLER, ESQ.  
1507 N.W. 14 Street  
Miami, Florida 33125  
(305) 326-9977  
Fla. Bar No. 355259

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Article VII - Amendments

These articles may be changed, amended or repealed by a majority vote of the stockholders.

Article VIII - Registered Agent

The name of the initial registered agent of the corporation is KENNETH P. SPEILLER.

The street address of the initial registered office of the corporation is 1507 N.. 14 Street, Miami, Florida 33125.

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment and agree to act in this capacity.

  
KENNETH P. SPEILLER

Article IX - Incorporator

The name and address of the incorporator of this corporation is Fred Moldovan, 3191 Coral Way, Suite 800, Miami, Florida 33145.

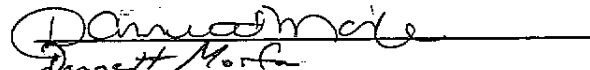
IN WITNESS WHEREOF, I have subscribed my name this 22 day of February, 1998.

  
FRED MOLDOVAN

STATE OF FLORIDA)  
COUNTY OF DADE)

On this 22 day of February, 1998 before me the undersigned authority personally appeared Fred Moldovan known to me to be the person whose name is subscribed to the articles of incorporation for Schmanke Bros., Inc. attached herein, and acknowledged that he executed the same for the purpose stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
Dannett Morfa  
NOTARY PUBLIC, State of  
Florida at Large  
Commission No.

My Commission Expires:



DANNETT MORFA  
My Commission CC397345  
Expires Aug. 03, 1998  
Bonded by HAI  
800-422-1555

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