

P980000/6057

SPENCER & KLEIN  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 1901  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700  
TELECOPIER (305) 374-4890

*TRANSMITTED VIA FEDERAL EXPRESS*

February 5, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

000002428620--5  
-02/12/98-01040-011  
\*\*\*\*122.50 \*\*\*\*122.50

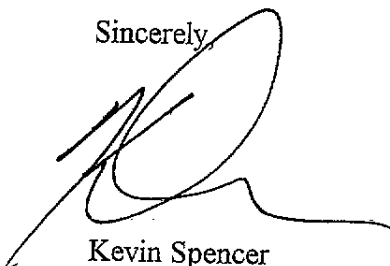
*Re: Articles of Incorporation  
Suku, Inc.*

Dear Sir or Madam:

Enclosed, please find an original and one fully executed copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 to cover your fees. Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed, self-addressed Federal Express pouch.

Should you have any questions or concerns, contact the undersigned.

Sincerely,



Kevin Spencer  
For the Firm

FILED  
98 FEB 18 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Encl.

*Done  
2/12/98*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 13, 1998

KEVIN SPENCER, ESQUIRE  
SUITE 1901  
801 BRICKELL AVENUE  
MIAMI, FL 33131

SUBJECT: SUKU, INC.  
Ref. Number: W98000003269

We have received your document for SUKU, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 298A00008405

SPENCER & KLEIN

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 1901  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700  
TELECOPIER (305) 374-4890

**TRANSMITTED VIA FEDERAL EXPRESS**

February 16, 1998

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

**Re: Suku, Inc.**  
**Ref. Number: W98000003269**

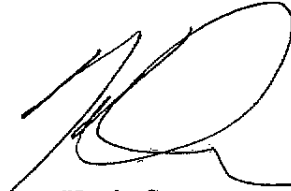
Dear Sir or Madame:

Pursuant to your letter dated February 13<sup>th</sup>, 1998 (a copy is enclosed for your reference), please find enclosed herewith, two (2) original, signed Articles of Incorporation for Suku, Inc. and two (2) original, signed Statements of Acceptance of Registered Agent Duties.

Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed, self-addressed, Federal Express pouch.

Should you have any questions or concerns, contact the undersigned.

Sincerely yours,

A handwritten signature in black ink, appearing to be "KS" or similar, written over a horizontal line.

Kevin Spencer  
For the Firm

Encl.

**ARTICLES OF INCORPORATION  
OF  
SUKU, INC.**

FILED  
98 FEB 18 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is **Suku, Inc.**, and its address is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131.

**Article II**

The duration of the corporation shall be perpetual.

**Article III**

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**Article IV**

**Authorized Shares**

The aggregate number of shares which the corporation is authorized to issue is 500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**Article V**

**Registered Office and Agent**

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131, and the name of the initial registered agent at such

address is KEVIN SPENCER.

## **Article VI**

### **Directors**

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as the member of the initial Board of Directors is:

Name: STEED REY-ASSELE  
Address: c/o SPENCER & KLEIN, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

## **Article VII**

### **Incorporator**

The name and address of the Incorporator is:

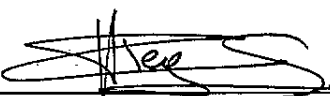
STEED REY-ASSELE  
c/o SPENCER & KLEIN, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

## **Article VIII**

### **Indemnification**


The corporation shall indemnify each director, officer, and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director, or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 11<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_  
STEED REY-ASSELE  
Incorporator

**STATEMENT OF ACCEPTANCE**  
**REGISTERED AGENT DUTIES**  
**SUKU, INC.**

I, KEVIN SPENCER, ESQ., am familiar with and accept the duties and responsibilities of Registered Agent for SUKU, INC.



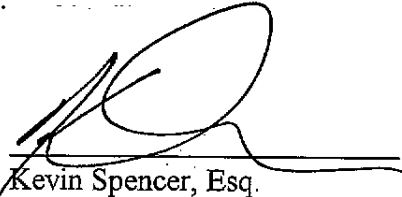
Kevin Spencer, Esq.  
Registered Agent for Suku, Inc.

FILED  
98 FEB 18 PM 2:57  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED  
98 FEB 18 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATEMENT OF ACCEPTANCE**  
**REGISTERED AGENT DUTIES**  
**SUKU, INC.**

I, KEVIN SPENCER, ESQ., am familiar with and accept the duties and responsibilities  
of Registered Agent for Suku, Inc.



Kevin Spencer, Esq.  
Registered Agent for Suku, Inc.