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LOCAL REPRESENTATIVE TALLAHASSEE

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-02/23/98--01045--019

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## CORPORATION NAME(S) &amp; DOCUMENT NUMBER(S) (if known):

1. BAND PROPERTY TWO, INC.  
(Corporation Name) (Document #)2. \_\_\_\_\_  
(Corporation Name) (Document #)3. \_\_\_\_\_  
(Corporation Name) (Document #)4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
98 FEB 23 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 FEB 23 AM 11:35  
DEPARTMENT OF CORPORATION

K. Rolfe FEB 23 1998

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**BAND PROPERTY TWO, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is:

**BAND PROPERTY TWO, INC.**

**ARTICLE II - NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is eight thousand (8,000) shares of common stock, each share having the par value of one (\$1.00) dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to

be issued. All shares issued shall be fully paid and non-assessable.

#### **ARTICLE IV - PRE-EMPTIVE RIGHTS**

In the event that any authorized, but unissued, stock is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued, stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued, stock the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### **ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI - ADDRESS**

The initial address of the principal office of this corporation is to be 780 Tamiami Canal Drive, Miami, Florida 33144. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as

it may see fit.

## **ARTICLE VII - DIRECTORS**

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

## **ARTICLE VIII- INITIAL DIRECTORS**

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Alan J. Davis  
780 Tamiami Canal Drive  
Miami, Florida 33144

Barbara H. Davis  
780 Tamiami Canal Drive  
Miami, Florida 33144

Nancy P. Davis  
1313 Ponce de Leon Boulevard  
Suite 200  
Coral Gables, Florida 33134

Daniel Davis  
1313 Ponce de Leon Boulevard  
Suite 200  
Coral Gables, Florida 33134

## **ARTICLE IX - INCORPORATOR**

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

Daniel Davis  
1313 Ponce de Leon Boulevard  
Suite 200  
Coral Gables, Florida 33134

## **ARTICLE X - CONFLICT OF INTEREST**

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

## **ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE XII - ADDRESS OF REGISTERED OFFICE**

The initial street address of the registered office of this corporation is:

Daniel Davis  
1313 Ponce de Leon Boulevard  
Suite 200  
Coral Gables, Florida 33134

The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

## **ARTICLE XIII - SERVICE OF PROCESS**

All legal service shall be made upon Daniel Davis, the Registered Agent, at 1313 Ponce de Leon Boulevard, Suite 200, Coral Gables, Florida 33134.

## **ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were  
executed this 19<sup>th</sup> day of February, 1998.

Incorporator

By: *Daniel Davis*  
Daniel Davis

STATE OF FLORIDA)  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of February,  
1998 by Daniel Davis who is personally known to me.

My Commission Expires:

*Marina Salnis*  
Notary Public, State of Florida

Printed or typed name of Notary Public



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating registered office/registered agent in the State of Florida.

1. The name of the corporation is:


**BAND PROPERTY TWO, INC.**

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

Daniel Davis  
1313 Ponce de Leon Boulevard  
Suite 200  
Coral Gables, Florida 33134

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Dated this 19<sup>th</sup> day of February, 1998.

  
Resident Agent

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98 FEB 23 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA