

P98000018282

2/25/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:52 AM

((H98000003793 0))

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: THORBET, INC.

AUDIT NUMBER.....H98000003793

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

CERT. OF STATUS..0

PAGES.....7

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

Connect: 00:02:59

FILED
98 FEB 25 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight FEB 25 1998

448000003793

FILED
98 FEB 25 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

⑦

**ARTICLES OF INCORPORATION
OF
THORBET, INC.**

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is Thorbet, Inc., and its principal place of business is 1908 S.W. 131st Place, Miami, Florida 33175.

ARTICLE II

DURATION: This Corporation shall have perpetual existence, which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES: The Corporation may engage in any activity or business permitted

Marco D. Cuono, Esquire
Florida Bar No. 0060798
Wampler, Buchanan & Green, P.A.
900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131
Telephone: (305) 577-0044
Telefax: (305) 577-8545

448000003793

498000003793

under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be Seven Thousand Five Hundred (7,500) Shares of Common Stock of One Cent (\$0.01) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no pre-emptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The initial registered agent of this Corporation and his/her address are as follows:

Michael B. Walker, Esquire
WAMPLER, BUCHANAN & BREEN, P.A.
900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this Corporation shall not be less than one (1) nor more than seven (7). The Bylaws may provide for the increase or decrease in the number

498000003793

thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have two (2) Directors. The names and addresses of the initial Directors are as follows:

NAME

ADDRESS

Sara Fernandez

1908 S.W. 131st Place
Miami, Florida 33196

Beatriz Thorne

18130 N.W. 16th Street
Pembroke Pines, Florida 33829

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation are as follows:

NAME

ADDRESS

Michael B. Walker

900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the

498000003793

accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. 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.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the Corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

[SIGNATURE PAGE FOLLOWS]

498000003793

HA8000003793

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation under the laws of the State of Florida at Miami, Dade County, Florida, for the uses and purposes aforesaid this 25 day of February, 1998.



Michael B. Walker
Incorporator

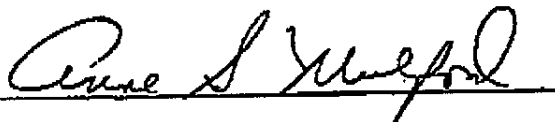
STATE OF FLORIDA)
 :
COUNTY OF MIAMI-DADE)

ss.

BEFORE ME the undersigned authority, personally appeared Michael B. Walker, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and he has freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

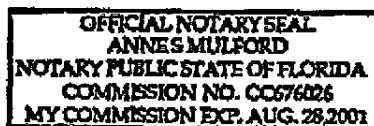
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Miami-Dade County, Florida, this 25 day of February, 1998.

NOTARY PUBLIC:

Sign: 

Print: ANNE S. MULFORD
State of Florida at Large

My Commission Expires:



HA8000003793

498000003793

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

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: Thorbet, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Michael B. Walker, Esquire, located at 900 SunTrust Building, 777 Brickell Avenue, Miami, Florida 33131, 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 the place designated in this Certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.0505 of the Florida Statutes.



Michael B. Walker
Registered Agent

FILED
98 FEB 25 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

498000003793