

P980000022165

3/09/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

5:56 PM

((H98000004630 3)))

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: DEVILS DOORWAY, INC.

AUDIT NUMBER.....H98000004630

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

Connect: 00:04:35

FILED
98 MAR 10 AM 9:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight.. MAR 10 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1998

EMPIRE

SUBJECT: DEVILS DOORWAY, INC.
REF: W98000005240

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: E98000004630
Letter Number: 198A00012840

H98000004630

ARTICLES OF INCORPORATION

OF

DEVILS DOORWAY, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: Devils Doorway, Inc.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

The initial capital of this corporation shall be in excess of One Thousand Dollars (\$1,000.00).



Barry T. Shevlin, Esq.
Florida Bar No.: 511587
1111 Kane Concourse, Suite 605
Bay Harbor Islands, Florida 33154
(305) 868-0304

H98000004630

FILED
98 MAR 10 AM 9:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000004630

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 1000 shares of common stock, having a par value of one dollar (\$1.00) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

ARTICLE VI

The street address of the principle office of the corporation shall be: 17004 Collins Avenue, Miami Beach, Florida 33160.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation are two but no more than five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Alan Krinsky, Director
17004 Collins Avenue
Miami Beach, Florida 33160

Mike Love, Director
17004 Collins Avenue
Miami Beach, Florida 33160

ARTICLE VIII

The name and address of the first officers of this corporation are as follows:

PRESIDENT/ SECRETARY:

Mike Love, President
17004 Collins Avenue
Miami Beach, Florida 33160

Alan Krinsky, Secretary
17004 Collins Avenue
Miami Beach, Florida 33160

H98000004630

H98000004630

ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

ARTICLE X

The names and address of the incorporators are as follows:

Mike Love, President
17004 Collins Avenue
Miami Beach, Florida 33160

Alan Krinsky, Secretary
17004 Collins Avenue
Miami Beach, Florida 33160

ARTICLE XI

The designated registered agent for this corporation is Mike Love whose address is as follows:

Mike Love
17004 Collins Avenue
Miami Beach, Florida 33160

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for
DEVILS DOORWAY, INC. this 9 day of March, 1998


ALAN KRINSKY


MIKE LOVE

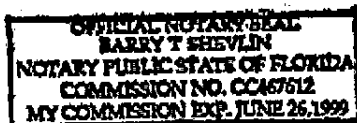
³
H98000004630

H98000004630

STATE OF FLORIDA
COUNTY OF DADE) ss.

BEFORE ME, the undersigned authority, this 9 day of March, 1998, personally appeared Mike Love, who is personally known to me, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Articles of Incorporation for Mike Love, President and Alan Krinsky, Secretary, at 17004 Collins Avenue, Miami Beach, Florida 33160 and has executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 9 day of March, 1998.



Barry T. Shevlin
NOTARY PUBLIC, State of FLORIDA
Barry T. Shevlin
Printed Name

4- H98000004630

H98000004630

CERTIFICATE OF DESIGNATION

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED; DEVILS DOORWAY, INC. DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 17004 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33160, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING MIKE LOVE, 17004 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33160. HAVING BEEN MADE 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 DUTIES.

Mike Love
REGISTERED AGENT
MIKE LOVE

3-9-98
DATE

FILED
98 MAR 10 AM 9:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000004630