

P98000024365  
*Two Old Crows, Inc.*

1281 Southeast 5th Avenue  
Pompano Beach, Florida 33060

March 11, 1998

Ms. Carolyn Batten  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-02/19/98--01022--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Two Old Crows, Inc.

Dear Ms. Batten:

I am in receipt of your letter regarding the Articles of Incorporation for Crow's Nest, Inc., a copy of which is enclosed for your reference. We have decided not to incorporate under that name and therefore will not be contacting the previous owners of that corporation for an affidavit.

We have in fact decided to incorporate under the name "Two Old Crows, Inc." and have prepared new Articles of Incorporation having an effective date of March 16, 1998. Please file the enclosed Articles of Incorporation and return a certified copy to me at the address indicated above. The fee of \$122.50 has already been received by the Department of State.

**EFFECTIVE DATE**  
3-16-98

Sincerely,

*Frederick G. Bauknecht*

Frederick G. Bauknecht  
President

FGB:cjb  
Enclosures  
Telephone: (954) 781-5722

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR 13 AM 11:23

**FILED**

28  
5-9-98

# Articles of Incorporation

Of

**Two Old Crows, Inc.**

EFFECTIVE DATE  
3-16-98

FILED  
98 MAR 13 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Article 1. Name

The name of the Corporation is "Two Old Crows, Inc."

## Article 2. Existence

The existence of the Corporation shall begin on March 16, 1998.

## Article 3. Principal Office

The principal place of business and mailing address of this Corporation is 1281 Southeast 5th Avenue, Pompano Beach, Florida 33060. The Corporation may conduct part or all of its business in the County of Broward, or the State of Florida, or the United States, or of the world, and it may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

## Article 4. Purpose

The general purpose of the business to be transacted is as follows:

Section 1. That of any legal business permissible in the State of Florida.

Section 2. That of purchasing, leasing, renting, selling, holding, and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and choses in action either as owner, broker, agent or factor.

Section 3. In the purchase or acquisition of property, business, rights of franchise, or for additional working capital, or any other object in or about it's business or affairs, and without limits as to amount, to incur debts, and to raise, borrow, and secure the payment of money in any lawful manner including issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

Section 4. This Corporation shall have all the general powers but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be

exclusive but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

## **Article 5. Capital Stock**

The maximum number of shares this Corporation is authorized to issue is One Hundred Thousand (100,000) shares of which all of which shares shall be designated common stock, each having a par value of one tenth of one cent (\$.001).

## **Article 6. Initial Registered Agent and Street Address**

The name and Florida street address of the initial registered agent are: John K. Bauknecht, 61 Southeast 11th Street, Pompano Beach, Florida 33060.

## **Article 7. Directors**

The business and affairs of this Corporation and the management thereof shall be vested in a Board of Directors consisting of not less than one (1) nor more than ten (10) members. Directors need not be stockholders of the Corporation. The persons, together with their addresses, who shall act as such directors for the first year of existence of this Corporation and until their successors shall be duly elected and qualified are:

Frederick G. Bauknecht  
1281 Southeast 5th Avenue  
Pompano Beach, Florida 33060

Shirley A. Bauknecht  
1281 Southeast 5th Avenue  
Pompano Beach, Florida 33060

The number of directors may be increased from time to time, within the limits stated above, by action of the majority of the whole Board of Directors but the number of Directors may thereafter be decreased only by the stockholders of the Corporation at an annual or special meeting thereof.

The offices to be held by the above directors are as follows:

Frederick G. Bauknecht, President and Secretary  
Shirley A. Bauknecht, Vice President and Treasurer

## **Article 8. Rights of Directors, Officers and Management to Contract with Corporation**

No contract or other transaction between the Corporation and any other corporation whether or not a majority of the shares of capital stock of such other corporation is owned by this Corporation, and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors, officers or other members of the management of this Corporation are pecuniarily or otherwise interested in or are directors, officers or members of management of such other corporation. Any director, officer or other member of management of this Corporation individually, or any firm of which such director, officer or member of management may be a member, may be

a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this Corporation or a majority thereof. Any director of this Corporation who is also a director, officer or member of management of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of directors of this Corporation that shall authorize such contract or transaction, and may vote at any such meeting to authorize such contract or transaction, with like force and effect as if he were not such director, officer or member of management of such other corporation or not so interested.

### **Article 9. Incorporator**

The names and addresses of the incorporators are:

Frederick G. Bauknecht  
1281 Southeast 5th Avenue  
Pompano Beach, Florida 33060

Shirley A. Bauknecht  
1281 Southeast 5th Avenue  
Pompano Beach, Florida 33060

### **Article 10. Indemnification**

The Corporation may and shall indemnify each director, officer and any employee or agent of the Corporation, his heirs, executors and administrators, against any and all expenses or liability reasonably incurred by him in connection with any action, suit or proceeding to which he may be a party by reason of his being or having been a director, officer, employee or agent of the Corporation to the fullest extent permitted by law.

### **Article 11. Corporate Opportunities**

The officers, directors and other members of management of this Corporation shall be subject to the Doctrine of Corporate Opportunities only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by the Corporation's Board of Directors as evidenced by resolutions appearing in the Corporation's Minutes. When such areas of interest are delineated, all such business opportunities within such areas or interests which come to the attention of the officers, directors and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The board of Directors may reject any business opportunity presented to it and therefore any officer, director or other member of management may avail himself of such opportunity. Until such time as this Corporation, through its Board of Directors, has designated an area of interest, the officers, directors and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this Doctrine shall not limit the rights of any officer, director or other member of this Corporation to continue a business existing prior to the time that such area of interest is designated by this Corporation, other than an officer, director or member of management, from any duty which he may have to the Corporation.

## Article 12. Partial Liquidation


The Board of Directors may, from time to time, distribute to the Corporation's shareholders, in partial liquidation, out of stated capital or capital surplus of the Corporation, a portion of its assets, in cash or properties if (a) at the time the Corporation is solvent; (b) such distribution would not render the Corporation insolvent; (c) all cumulative dividends on all special classes of shares entitled to preferential dividends shall have been paid fully; (d) the distribution would not reduce the remaining net assets of the Corporation below the aggregate preferential amount payable in the amount of voluntary liquidation to the holders of shares having preferential rights to the assets of the Corporation in the event of liquidation; (e) the distribution is not made out of capital surplus arising from unrealized depreciation of assets of re-evaluation of surplus; (f) the distribution is identified as a distribution in partial liquidation and the amount per share is disclosed to the shareholders receiving the same concurrently with the distribution thereof.

## Article 13. Directors' Liability

(a) A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted by law in the State of Florida as the same exists or may hereafter be amended.

(b) Any repeal or modification of the foregoing paragraph (a) by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

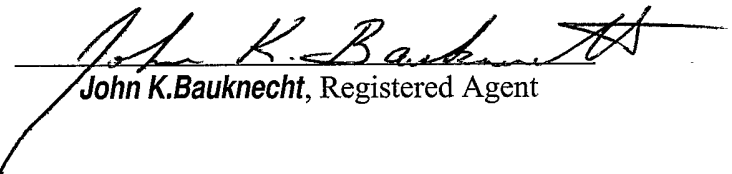
In Witness Whereof, the undersigned incorporators have executed these Articles of Incorporation this March 11, 1998.

  
Frederick G. Bauknecht, Incorporator

  
Shirley A. Bauknecht, Incorporator

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Dated this March 11, 1998.

  
John K. Bauknecht, Registered Agent