

P98000024484



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 741879 80482A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 16, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 741879-005

CUSTOMER NO: 80482A

CUSTOMER: Richard M. Selman, Esq
SELMAN & CLAIRE

Suite 106
7280 W. Palmetto Park Road
Boca Raton, FL 33433

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-03/16/98--01029--020
****122.50 ****122.50

DOMESTIC FILING

NAME: EARL HOLMES ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 1:58

RECEIVED
98 MAR 16 PM 12:06
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

EARL HOLMES ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 1:58

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE - NAME AND PRINCIPAL OFFICE LOCATION

The name of this corporation shall be: EARL HOLMES ENTERPRISES, INC. The principal office address is 2978 Stony Brook Court, Tallahassee, Florida 32308.

ARTICLE TWO - DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE - PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz: Transact any and all lawful business.

ARTICLE FOUR - POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act, including but not limited to:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporate may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any of all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee, or agent of the corporation

to the full extent as permitted by Florida Statute 607.014.

ARTICLE FIVE - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of \$1.00 par value common stock, which shall be designated "common shares."

ARTICLE SIX - INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is: Gary Scharf, 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of Directors may be increased by the bylaws. The name and address of the initial Director of this corporation are:

Earl Holmes
2978 Stony Brook Court
Tallahassee, Florida 32308

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles is:

Gary Scharf
7280 W. Palmetto Park Road
Suite 106
Boca Raton, Florida 33433

ARTICLE NINE - RESTRICTIONS ON TRANSFER OF STOCK

Shares of the capital stock ("Common Shares") shall be issued initially to the following person(s) and in the following amounts

set opposite their names:

Earl Holmes 500 shares

Shares held by the initial shareholder(s) listed above may not be resold or otherwise transferred to other persons or entities unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, such shares are first to be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE TEN - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and Shareholders.

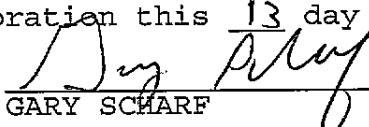
ARTICLE ELEVEN - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by Florida law.

ARTICLE TWELVE - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and the right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of March, 1998.



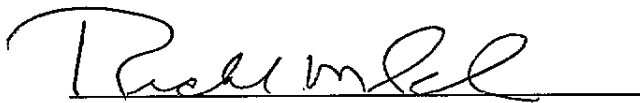
GARY SCHARF

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GARY SCHARF, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 13 day of March, 1998.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



Richard M. Selman
MY COMMISSION # CG518537 EXPIRES
February 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 1:58

ACCEPTANCE BY REGISTERED AGENT
OF

EARL HOLMES ENTERPRISES, INC.

Having been named to accept service of process for the above named corporation at the place designated in the attached Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.

Dug Scharf
GARY SCHARF

SWORN TO AND SUBSCRIBED before me this 13 day of March, 1998 who produced FLA D.L. as identification

Richard M. Selman

NOTARY PUBLIC

MY COMMISSION EXPIRES:



Richard M. Selman
MY COMMISSION # CC518537 EXPIRES
February 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.