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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: EXECUTIVE SERVICES, INC.

AUDIT NUMBER.....H98000005526

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

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TALLAHASSEE FLORIDA

B. McKnight MAR 25 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 25, 1998

EMPIRE

SUBJECT: EXECUTIVE SERVICES, INC.  
REF: W98000006459

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Sharon Tala  
Document Specialist Supervisor

FAX Aud. #: H98000005526  
Letter Number: 998A00015871

*Becky*

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LAW OFFICES OF  
SAM A. CARTER  
8370 SUNSET DRIVE  
SUITE # A-255  
MIAMI, FLORIDA 33173  
PHONE (305) 273-9830 FAX (305) 248-7415 or 598-9481

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

March 24, 1998

Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

Attention: Neysa Culligan  
Document Specialist

Re: Xecutive Services, Inc.

Dear Neysa:

This will serve to confirm our telephone conversation of this afternoon, in which you advised that a Florida corporation with a similar name to the above has already been registered, that you wished us to be aware of this, and that you needed a letter reflecting the fact that we understand that and wish to have the above corporation registered anyway.

We understand that this other corporation has a similar name. Notwithstanding that, the client wishes to proceed with its registration anyway under the name Xecutive Services, Inc.

Thank you for your cooperation and courtesies.

Yours truly,

  
Sam A. Carter

sac:A:6

Transmitted via Facsimile  
through Empire

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ARTICLES OF INCORPORATION  
OF  
XECUTIVE SERVICES, INC.

The undersigned natural persons, competent to contract under the laws of the State of Florida, acting as subscribers of these Articles, under the provisions of Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Xecutive Services, Inc.

ARTICLE II

NATURE OF BUSINESS, PURPOSES AND POWERS

The general nature of the business to be transacted by this corporation is:

- a) To engage in providing concierge services to its clientele.
- b) Any activity or business permitted under the laws of the United States and of this State.
- c) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the

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THIS INSTRUMENT PREPARED BY:

SAM A. CARTER, Esquire  
9370 Sunset Drive  
Suite A-255  
Miami, Florida 33173  
Telephone: (305) 273-9630

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TALLAHASSEE FLORIDA

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foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Florida Statutes, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations.

#### ARTICLE III

##### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00 per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V

##### TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

1215 West Avenue  
No. 3  
Miami Beach, Florida 33139

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased, from time to time, by by-laws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTORS AND REGISTERED AGENT

The name and address of the first Board of Directors is:

STEPHEN J. OAKLEY  
1215 West Avenue  
No. 3  
Miami Beach, Florida 33139

WALTER SANTIAGO  
1455 Michigan Avenue  
No. 2  
Miami Beach, Florida 33139

The name and address of the initial Registered Agent is:

STEPHEN J. OAKLEY  
1215 West Avenue  
No. 3  
Miami Beach, Florida 33139

ARTICLE IX

SUBSCRIBERS

The names and post office addresses of the subscribers of

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these Articles of Incorporation are:

STEPHEN J. OAKLEY  
1215 West Avenue  
No. 3  
Miami Beach, Florida 33139

WALTER SANTIAGO  
1455 Michigan Avenue  
No. 2  
Miami Beach, Florida 33139

ARTICLE X

CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no other act of this corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders, or directors of this corporation are pecuniarily or otherwise interested in, or are stockholders, directors or officers of, such other corporation. Any officer, stockholder or director of this corporation individually, or any firm or association of which any officer, stockholder or director 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 that the fact he individually, or such firm or association, is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any director of this corporation who is also a director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of this corporation may vote upon

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any contract or other transaction between this corporation, any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated 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 Stockholder's 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

##### LOST OR DESTROYED STOCK CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued only in accordance with the by-laws of this corporation.

Stephen Oakley  
STEPHEN J. OAKLEY

Walter Santiago  
WALTER SANTIAGO

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##### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Stephen Oakley  
REGISTERED AGENT

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