

P980000033527



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 773842 85437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 8, 1998

ORDER TIME : 1:48 PM

ORDER NO. : 773842-005

CUSTOMER NO: 85437A

CUSTOMER: Louis A. Supraski, Esq
SMITH & SUPRASKI, P.A.

Second Floor
2450 N.e. Miami Gardens Drive
Miami, FL 33180

FILED
98 APR -8 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WOLFIE'S 21, INC.

3000002483033--0
-04/08/98-01093-003
****122.50 ****122.50

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:

~~2555~~
~~W98-7746~~

RECEIVED
98 APR -8 PM 2:36
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 9, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: WOLFIE'S 21, INC.
Ref. Number: W98000007946

RESUBMIT
Please give original
submission date as file date.

We have received your document for WOLFIE'S 21, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 598A00018863

98 APR 13 AM 11:21
DIVISION OF CORPORATIONS

EFFECTIVE DATE

4/7/98

**ARTICLES OF INCORPORATION
OF
WOLFIE'S 21, INC.**

FILED
98 APR -8 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is: WOLFIE'S 21, INC., The principal place of business of this corporation shall be at 2038 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

**ARTICLE IV
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VII
DIRECTORS

The number of directors of the corporation shall not be less than two or more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

NAME

ADDRESS

JOSEPH NEVEL

2038 Collins Avenue
Miami Beach, Florida 33139

DAVID H. NEVEL

2038 Collins Avenue
Miami Beach, Florida 33139

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>OFFICER</u> |
|--------------------|---|-----------------------|
| JOSEPH NEVEL | 2038 Collins Avenue Miami Beach, Florida 33139 | President |
| JOSEPH NEVEL | 2038 Collins Avenue Miami Beach, Florida 33139 | Secretary |

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Louis A. Supraski,
2450 N.E. Miami Gardens Drive, North Miami Beach, Florida 33180.

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| LOUIS A. SUPRASKI | 2450 NE Miami Gardens Drive Second Floor North Miami Beach, Florida 33180 |

ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 7th day of APRIL, 1998.

LOUIS A. SUPRASKI
SUBSCRIBER


By: [Signature]
LOUIS A. SUPRASKI

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared LOUIS A. SUPRASKI, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Miami-Dade County, Florida this 7 day of APRIL, 1998.

My Commission Expires:

 STEVEN H. ROTHSTEIN
COMMISSION # CC 572181
EXPIRES AUG 28, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

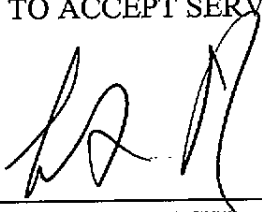
[Signature]
Notary Public, State of Florida

STEVEN H. ROTHSTEIN
Print Name of Notary Public

**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:

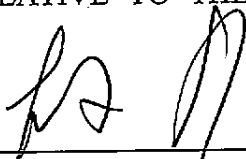
FIRST -- THAT ~~LOUIS A. SUPRASKI~~ ^{WOLFIE'S 21, INC.}, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS LOCATED AT, 2038 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33139,
HEREBY NAMES ~~JOSEPH NEVEL~~ ^{LOUIS A. SUPRASKI}, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.



LOUIS A. SUPRASKI

FILED
98 APR -8 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED 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 MY DUTIES.



LOUIS A. SUPRASKI
REGISTERED AGENT
DATED: APRIL 7, 1998