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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 AM 11:07

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May 7, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: New Filing Section
409 East Gaines Street
Tallahassee, FL 32301

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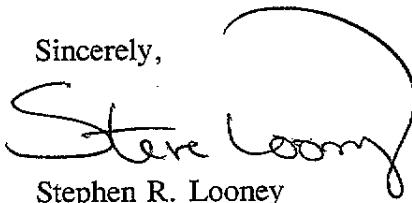
Re: Articles of Incorporation of MENAKER INVESTMENTS II, INC.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of MENAKER INVESTMENTS II, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Sincerely,



Stephen R. Looney

SRL/lis

Enclosures

cc: Mitchell G. Menaker
(w/enclosures)

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B. BROWN MAY 13 1998

ARTICLES OF INCORPORATION

OF

MENAKER INVESTMENTS II, INC.

FILED
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The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be MENAKER INVESTMENTS II, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1502 E. Buena Vista Drive, #B1, Lake Buena Vista, Florida 32830, Mailing Address is POST OFFICE BOX 22189 - LAKE BUENA VISTA, FLORIDA 32830.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1502 E. Buena Vista Drive, #B1, Lake Buena Vista, Florida 32830. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is MITCHELL G. MENAKER. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Mitchell G. Menaker

1502 E. Buena Vista Drive, #B1
Lake Buena Vista, Florida 32830

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

Name

Address

Mitchell G. Menaker

1502 E. Buena Vista Drive, #B1
Lake Buena Vista, Florida 32830

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.


ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date these Articles of Incorporation are filed with the Secretary of State's office.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 4th day of May, 1998.



Mitchell G. Menaker

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Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

Mitchell G. Menaker

Date: May 4, 1998