

P98000050687

June 1, 1998

Department of State  
Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314


800002547118--8  
-06/04/98--01018--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Secretary of State:

Enclosed please find one original and a copy of the Articles of Incorporation of **CELLAR DOOR CONSULTING, INC.**

Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as **CELLAR DOOR CONSULTING, INC.** is appreciated.

Respectfully,

  
A.J. Wasson,  
Secretary

THE  
**CELLAR  
DOOR**  
COMPANIES  
900 N.E. 26TH AVENUE  
SUITE 200  
FORT LAUDERDALE, FL 33304

**FILED**  
98 JUN -4 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

561-3100  
(954)

2661 Jen GAVE

Jen.

AUTHORIZATION BY PHONE TO  
CORRECT art. 7  
DATE 6/5/98  
DOC. EXAM. TA

TA-6/5/98

**ARTICLES OF INCORPORATION  
OF  
CELLAR DOOR CONSULTING, INC.**

**FILED**  
98 JUN -4 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED Incorporator, to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I: NAME**

The name of this corporation is **CELLAR DOOR CONSULTING, INC.**

**ARTICLE II: NATURE OF BUSINESS**

The corporation may engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each share having One Dollar (\$1.00) par value. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

**ARTICLE IV: INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Thousand (\$1,000.00) Dollars.

**ARTICLE V: TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI: DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be decreased or increased from time to time by the By-Laws adopted by the shareholders.

## **ARTICLE VII: INITIAL OFFICERS**

The name and address of the initial officers that shall hold office until successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
G. Wilson Rogers - President (Dir.)	900 N.E. 26th Avenue Fort Lauderdale, FL 33304
A.J. Wasson - Vice President (Dir.) Secretary Treasurer	900 N.E. 26th Avenue Fort Lauderdale, FL 33304

## **ARTICLE VIII: INCORPORATOR**

The name and post office address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
A.J. Wasson	900 N.E. 26th Avenue Fort Lauderdale, FL 33304

## **ARTICLE IX: INITIAL REGISTERED AGENT**

The name and address of the registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
A.J. Wasson	900 N.E. 26th Avenue Fort Lauderdale, FL 33304

## **ARTICLE X: PRINCIPAL OFFICE**

The principal office of this corporation shall be located at  
900 N.E. 26th Avenue  
Fort Lauderdale, FL 33304

#### **ARTICLE XI: EFFECTIVE DATE**

These Articles of Incorporation shall become effective upon approval by the Secretary of State, State of Florida.

#### **ARTICLE XII: AMENDMENT**

The 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 shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### **ARTICLE XIII: BY LAWS**

The corporation shall adopt a set of By-Laws to govern the corporation. Wherever the By-Laws of the corporation differ from the provisions of this Charter, the provisions of the Charter shall govern.

#### **ARTICLE XIV: CONTRACTS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation. Any director of this corporation who is also a director or an officer 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 which shall authorize any such contract or transaction, with like force and effect as if he or she were not such a director or officer of such other corporation, or not so interested.

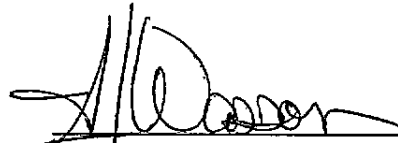
#### **ARTICLE XV**

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

**ARTICLE XVI**

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 1st day of June, 1998.

  
A.J. Wasson

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


98 JUN -1 PH 2:49

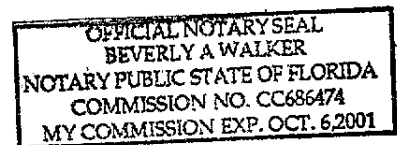
FILED

STATE OF FLORIDA :  
: SS:  
COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements in the County and State last aforesaid, this day personally appeared A.J. Wasson, to me known to be the person who executed these Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily and for the uses and purposes therein expressed.


WITNESS my hand and official seal in the County and State last aforesaid this 1st day of June, 1998.

  
Notary Public, State of Florida



**ACCEPTANCE BY REGISTERED AGENT**

Designature as initial registered agent for the foregoing corporation is hereby acknowledged.

  
A.J. Wasson