

P98000054231

6/16/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:54 PM

((H98000011231 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: SDC-HER, INC.

AUDIT NUMBER.....H98000011231

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
98 JUN 17 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

904)922-3709

(904)922-3709
06/17/98 07:46 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: SOC-HER, INC.
REF: W98000013874

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

PLEASE REFER TO ARTICLE IX. YOU MUST HAVE THE SUFFIX HERE ALSO, AND IT MUST BE THE SUFFIX THAT APPEARS IN THE REST OF THE DOCUMENT (INC.). PLEASE DOUBLE CHECK THE REST OF THE DOCUMENT AS WELL TO VERIFY THE NAME IS IDENTICAL.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg
Document Specialist

FAX Aud. #: H98000011231
Letter Number: 798A00033547

H98000011231

FILED

98 JUN 17 PM 1:36

ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OF

SOC-HER, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation is:

SOC-HER, INC.

ARTICLE II

PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be:

3640 Buttonwood Drive
Titusville, Florida 32796

ARTICLE III

DIRECTORS: The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Patricia MacKown
3640 Buttonwood Drive
Titusville, Florida 32796



Patricia MacKown

Elizabeth Treinen
2618 Riviera Drive
Titusville, Florida 32780



Elizabeth Treinen

Prepared by:
Elizabeth Treinen
2618 Riviera Drive
Titusville, Fl 32780
(407)267-9497

Prepared by:
Elizabeth Treinen
2618 Riviera Drive
Titusville, Florida 32780
(407) 267-9497

H98000011231

ARTICLE IV

SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares.

CAPITAL STRUCTURE - SUBCHAPTER S CORPORATION: The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE V

DIVIDENDS: The board of directors shall declare and pay dividends to the holders of the common shares in each fiscal year, out of the assets of the corporation legally available for such purpose, equal to at least One Dollar (\$1.00) per share. Such dividends shall be paid quarterly, (at such intervals as the board of directors may from time to time determine), but shall not be cumulative, and no rights shall accrue to the common stockholders by reason of the fact that dividends on such shares are not declared, or have not been declared in a prior period.

ARTICLE VI

STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL:

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his/her shares as he/she may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE VII

STOCKHOLDERS' MEETINGS: The following actions shall require the affirmative vote or written consent of the holders of at least two thirds of each class of shares:

(1) Amendment of these articles of incorporation to increase or decrease the authorized number of , or to change the designation, preferences, qualifications, limitations, restrictions, or special or relative rights of any of, the classes of stock, or to create any new class or classes of stock;

(2) Merger or consolidation with or into any other corporation, (other than a corporation wholly owned or controlled by the corporation), or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the cooperation, or the voluntary dissolution, liquidation, or winding up of the corporation.

ARTICLE VIII

SPECIAL STOCKHOLDERS' MEETINGS: Special meetings of stockholders may be called at any time for any purpose by any director of the corporation.

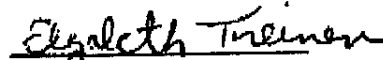
ARTICLE IX

WAIVER OF NOTICE OF STOCKHOLDERS' MEETING OF SOC-HER, INC.

We, the undersigned stockholders of Soc-Her, a Florida Corporation, each being entitled to vote the number of shares set out opposite his/her name below, do hereby waive notice of a regular, or special meeting of stockholders to be held quarterly except as to meeting agenda involving transfer, or sale of shares, or declaration of dividends.

Name and signature of stockholders:

Number of shares held:



50

Elizabeth Treinen


Patricia MacKown

50

ARTICLE X

STOCKHOLDERS' RIGHTS - Reservation of power to adopt, amend, and repeal bylaws: The power to make, alter, amend, and repeal the bylaws of the corporation shall be reserved to the stockholders of the corporation.

ARTICLE XI

STOCKHOLDERS' RIGHTS - Determination of consideration for which shares are to be issued: The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

ARTICLE XII

INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and address of the initial registered agent is:

Patricia MacKown
3640 Buttonwood Drive
Titusville, Florida 32796

ARTICLE XIII

INCORPORATORS: The name and addresses of each incorporator to these Articles of Incorporation are:

Patricia MacKown
3640 Buttonwood Drive
Titusville, Florida 32796

Elizabeth Treinen
2618 Riviera Drive
Titusville, Florida 32780

The undersigned incorporators have executed these Articles of Incorporation this 14th day of June, 1998.


Patricia MacKown


Elizabeth Treinen

FILED

98 JUN 17 PM 1:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SOC-HER, INC.

2. The name and address of the registered agent and office is:

Patricia MacKown
3640 Buttonwood Drive
Titusville, Florida 32796

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Patricia MacKown

Date: 6/13, 1988