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LARRY BAENHILL  
19843 NW. 87th CT  
Miami FL 33018

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-06/26/98--01068--014  
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
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OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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FILED  
 98 JUN 26 AM 11:32  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

Examiner's Initials

JUN 29 1998

**ARTICLES OF INCORPORATION**

**OF**

**HOLSEN & ASSOCIATES LICENSING GROUP, INC.**

**FILED**  
98 JUN 26 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned, hereby form this corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a corporation for profit.

**ARTICLE I**

The name of the corporation shall be:

**HOLSEN & ASSOCIATES LICENSING GROUP, INC.**

and its business shall be carried on at 19843 Northwest 87 Court; Miami, Dade County, Florida, the United States of America, and any other countries as may be authorized by its Board of Directors.

**ARTICLE II**

The general nature of the business of the corporation shall be as follows:

A. To do all things authorized by law.

B. To acquire leases and otherwise acquire, own, use and dispose of property of all kinds, real, personal and/or mixed, to borrow money and to give security for same, to give mortgages upon assets of this corporation when deemed by the Board of Directors expedient to do so and for the performance of such other things as the Board of Directors may deem necessary for the furtherance of the interests of this corporation and in the exercise of the powers herein enumerated.

C. To do any and all of the things herein set forth to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, and either alone, or company with others, purchased, hold, and reissue any of the shares of its capital stock. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise not specifically forbidden by the laws of the State of Florida, and with all powers conferred upon corporations by the laws of the State of Florida.

### **ARTICLE III**

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be one hundred (100) having a par value of \$1.00 per share, each of which shall be issued fully paid and non-assessable and shall be payable in lawful money of the United States of America or in services or property as a just valuation to be fixed by the Directors of the corporation at the organizational meeting, or any other meeting held for that purpose.

### **ARTICLE IV**

This corporation shall have perpetual existence.

### **ARTICLE V**

The Board of Directors of this corporation shall consist of three (3) members and may be increased from time to time by the By-Laws.

### **ARTICLE VI**

The business of the corporation shall be conducted by a President, Secretary and Treasurer, and by a Board of Directors mentioned in **Article V**.

### **ARTICLE VII**

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation or any settlement thereof made with court approval, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors, as well as the court, approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

### **ARTICLE VIII**

The names and post office address of the members of the first Board of Directors for the first year of existence for the corporation, or until their successors are elected or appointed and have qualified shall be as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Keith Tribble – President	263 Egret Way Weston, Fl. 33327
Darryl Holsendolph – Secretary	10310 Southwest 20 Court Miramar, Fl. 33025
Larry Barnhill – Treasurer	19843 Northwest 87 Court Miami, Fl. 33018

### **ARTICLE IX**

The name and address of the subscribers to this corporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Dewey Knight, III - (7.50% Subscriber)	9822 Northeast 2 Avenue Miami Shores, Fl. 33138
William Perry, III - (7.50% Subscriber)	9822 Northeast 2 Avenue Miami Shores, Fl. 33138
Darryl Holsendolph - (40.00% Subscriber)	10310 Southwest 20 Court Miramar, Fl. 33025
Larry Barnhill - (45.00% Subscriber)	19843 Northwest 87 Court Miami, Fl. 33018

IN WITNESS WHEREOF, the parties has hereunto set his hand this 11<sup>th</sup> day of June, 1998.

Larry K. Barnhill  
Larry Barnhill

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Larry Barnhill to me well known and known to me to be the person(s) described in and who execute the foregoing Articles of Incorporation of

HOLSEN & ASSOCIATES LICENSING GROUP, INC.

and before me he acknowledged his signature to be his free act and deed for the uses and purposes stated herein.

WITNESS MY HAND and official seal at the City of Miami, County of Dade, State of Florida, this day 11 of June, 1998.

My Commission Expires:

Stephen Nebat  
NOTARY PUBLIC



STEPHEN NEBAT  
MY COMMISSION # CC480127 EXPIRES  
July 12, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **HOLSEN & ASSOCIATES LICENSING GROUP, INC.**  
desiring to organize under the laws of the State

Of Florida with its principal office, as indicated in the articles of incorporation, at the

City of Miami, County of Dade, State of Florida, has named Larry Barnhill located at 19843 Northwest 87 Court (Street address and number of

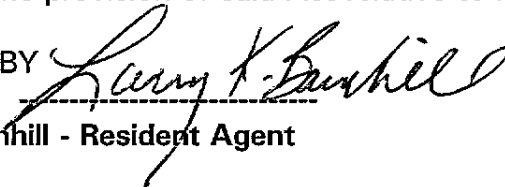
building, Post Office Box address not acceptable.) City of Miami, County of

Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

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

BY



Larry Barnhill - Resident Agent

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TALLAHASSEE FLORIDA