

Jul 17 98 01:20p

Law Firm

(407) 728-0002

p.1

P980000063236

7/13/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

4:11 PM

((H98000012938 0)))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001

FROM: O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONID ACCT#: 105204000476  
CONTACT: JAMES M O'BRIEN  
PHONE: (407) 728-2800 FAX #: (407) 728-0002

NAME: HIBISCUS GROUP, INC.

AUDIT NUMBER.....H98000012938

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 JUL 17 PM 2:07

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

7-17-98  
AM

AUDIT NUMBER.....H98000012938

ARTICLES OF INCORPORATION

HIBISCUS GROUP, INC.

ARTICLE I - NAME

The name of this corporation is HIBISCUS GROUP, INC. located at 242 Fifth Avenue,  
Indialantic, Florida 32903.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these  
Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture,  
design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all  
kinds and to render services of all kinds, and to engage in any lawful act or activity for which  
corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$0.01 par value  
common stock.

ARTICLE V - VOTING RIGHTS

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

Florida Bar No. 0381195/516589  
O'Brien, Riemenschneider,  
Kancilia & Lemonidis, P.A.  
1686 West Hibiscus Blvd.  
Melbourne, FL 32901  
(407)728-2800  
(407)728-0002 (FAX)

AUDIT NUMBER.....H98000012938

FILED  
98 JUL 17 PM 2:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AUDIT NUMBER.....H98000012938

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 242 Fifth Avenue, Indialantic, Florida 32903, and the name of the initial registered agent of this corporation at that address is ROBERT L. COCHRAN, JR.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one

(1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT L. COCHRAN, SR.	242 Fifth Avenue Indialantic, FL 32903
ROBERT L. COCHRAN, JR.	242 Fifth Avenue Indialantic, FL 32903

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT L. COCHRAN, JR.	242 Fifth Avenue Indialantic, FL 32903

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors and the shareholders.

AUDIT NUMBER.....H98000012938

AUDIT NUMBER.....H98000012938

**ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XI - COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII - INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

AUDIT NUMBER.....H98000012938

AUDIT NUMBER.....H98000012938

ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the organization meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_ day of July, 1998.

  
\_\_\_\_\_  
ROBERT L. COCHRAN, JR.

AUDIT NUMBER.....H98000012938

AUDIT NUMBER.....H98000012938

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that HIBISCUS GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Indialantic, County of Brevard, State of Florida, has named ROBERT L. COCHRAN, JR., located at 242 Fifth Avenue, Indialantic, FL 32903, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

  
ROBERT L. COCHRAN, JR.

**FILED**  
98 JUL 17 PM 2:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AUDIT NUMBER.....H98000012938