

P98000067378

U . D . E . L . L . I . N . C .

2123 N. 15th Avenue • Hollywood, FL 33020

M E M O R A N D U M

DATE 28 July 1998

TO Florida Secretary of State

VIA uspo

FROM Allan Koch

SUBJECT Incorporation

600002601826-1
-07/29/98-01077-010
****122.50 ****122.50

Kindly process the Articles of Incorporation for Udell, Inc. Attached are 2 copies plus a check for \$122.50.

Please direct any questions to:

Allan Koch
1719 NW 92 Way
Coral Springs, FL 33071
954/752-3441

98 JUL 29 AM 8:11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE

REPLY TO

ALLAN J. KOCH • 1719 NW 92 Way • Coral Springs, FL 33071
561/995-2229 (o) • 561/995-7579 (f) • 888/961-6623 (pager)
954/752-3441 (h) • 954/345-6246 (f) • kproperties@msn.com

FILE

udell/udellinc_inc1

RP
08-03-98

**ARTICLES OF INCORPORATION
OF
UDELL, INC.**

ARTICLE I - NAME

The name of this corporation is UDELL, INC.

ARTICLE II - PRINCIPAL ADDRESS

2123 N. 15th Avenue
Hollywood, Florida 33020

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1719 Northwest 92nd Way, Coral Springs, Florida 33071, and the name and address of the initial registered agent is Alan J. Koch, 1719 Northwest 92nd Way, Coral Springs, Florida 33071.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided

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in the Bylaws. The name and address of the initial Director of the Corporation is:

Donald L. Udell
2123 N. 15th Avenue
Hollywood, Florida 33020

ARTICLE VIII - INCORPORATOR

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

Alan J. Koch
1719 Northwest 92nd Way
Coral Springs, Florida 33071

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

ARTICLE XI - AMENDMENT

The 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 Stockholders is subject to this reservation.

ARTICLE XII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28 day of July, 1998.

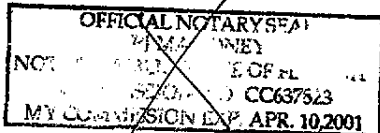


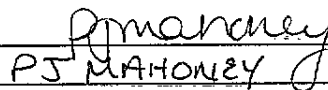
Alan J. Koch, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, ALAN J. KOCH, known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

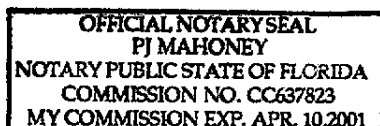
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 28th day of July, 1998.





PJ MAHONEY, Notary Public

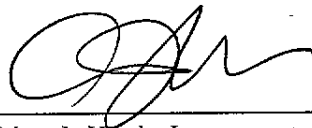
My commission expires: 04-10-01



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

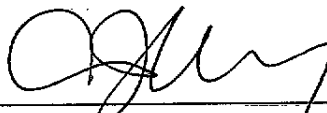
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST -- THAT UDELL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY
OF HOLLYWOOD, STATE OF FLORIDA, HAS NAMED ALAN J. KOCH LOCATED AT 1719
NORTHWEST 92nd WAY, CITY OF CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
Alan J. Koch, Incorporator

DATED: July 28, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 
Alan J. Koch, Registered Agent

DATED: July 28, 1998