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FLORIDA DIVISION OF CORPORATIONS

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~~Flippers~~
NAME: ~~FLIPS~~, INC,

AUDIT NUMBER.....H98000015158

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1998

KLEIN AND ASSOCIATES, P.A.

SUBJECT: FLIPS, INC.
REF: W98000018609

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 designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS FLIPS, DOCUMENT NUMBER T09570.

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Nichelle Milligan
Document Specialist

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H 980000 15158 2

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

- of -

~~FLIPS~~, INC.
Flippers

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I
NAME

The name of the corporation shall be: *Flippers*
~~FLIPS~~, INC.

ARTICLE II
DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

(a) operation of family entertainment business;

(b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall

Prepared By:
Ronald G. Klein, Esq.
901 N.E. 125th Street
North Miami, Florida 33161
305-891-6100

Florida Bar Number 230030

H 980000 15158 2

H 980000 15158 2

be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

ARTICLE IV SHARES

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time Five Hundred (500) shares of Common stock, which shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation in the State of Florida is: 600 NE 36th Street, Apt: 218, Miami, Florida 33137; and the name of the corporations initial Registered Agent at such address is Ann Burrell, who, by execution thereof accepts to act in the capacity of Registered Agent, to accept service of process for the above-stated corporation, and agrees to comply with the provision of said Act relative to keeping open said office.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

H 98 0000 15158 2

H 980000 15158 2

The name and address of the initial Board of Directors of this corporation is:

Ann Burrell
600 NE 36th Street, Apt: 218
Miami, Florida 33137

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

Ann Burrell
600 NE 36th Street, Apt: 218
Miami, Florida 33137

ARTICLE VIII

ADDITIONAL POWERS

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are preformed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be

H 980000 15158 2

98 0000 15158 2

issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserves.

ARTICLE IX

DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

ARTICLE X INDEMNITY

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

98 0000 15158 2

H 98 0000 15158 2

**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:

Flippers
— Flips, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in Miami, Miami-County of Dade, State of Florida, has named Ann Burrell located at 600 NE 36th Street, Apt: 218, Miami, Florida 33137, 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.


Ann Burrell
Registered Agent

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