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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PACIFIC CLUB, INC.
AUDIT NUMBER.....H98000016761
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
PACIFIC CLUB, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Pacific Club, Inc.

ARTICLE II

NATURE OF BUSINESS

This corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having One (\$1.00) Dollar par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall exist perpetually.

PREPARED BY:
CHARLES L. SIMON, ESQ.
600 S.W. 4th Avenue, #1111
Fort Lauderdale, FL 33315
(954) 522-8366
Fla. Bar No. 240753

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ARTICLE VI

ADDRESS

The initial street address of the registered office of this Corporation in the State of Florida shall be 600 S.W. 4th Avenue, #111, Fort Lauderdale, Florida 33315.

The initial principal office address of the Corporation shall be: 1517 N.E. 26th Street, #2, Wilton Manors, Florida 33305.

ARTICLE VII

REGISTERED AGENT

The Registered Agent of this Corporation shall be Charles L. Simon, 600 S.W. 4th Avenue, #111, Fort Lauderdale, Florida 33315.

I do hereby accept the duties and responsibilities as registered agent.

Accepted this 9 day of September, 1998.

Charles L. Simon
CHARLES L. SIMON

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ARTICLE VIII

DIRECTORS

This Corporation shall have one (1) Director, initially. The number of Directors may be increased and decreased from time to time by the By-Laws adopted by the Shareholders. The initial Director of the Corporation shall be:

THOMAS DESTASIO

1517 N.E. 26th Street, #2
Wilton Manors, FL 33305

ARTICLE IX

SUBSCRIBERS

The name and street address of the Subscriber of these Articles of Incorporation, and the number of shares of stock she has agreed to take, is as follows:

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<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
THOMAS DESTASIO	1517 N.E. 26th Street, #2 Wilton Manors, FL 33305	500

ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and proposed by them at the Shareholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII

INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
THOMAS DESTASIO	1517 N.E. 26th Street, #2 Wilton Manors, FL 33305

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 9 day of September, 1998.



 THOMAS DESTASIO, Incorporator

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STATE OF FLORIDA)
COUNTY OF BROWARD)

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The foregoing was acknowledged before me, a Notary Public of the State of Florida, this 24 day of September, 1998 by THOMAS DESTASIO, who produced his driver's license as identification, and who did take an oath.

WITNESS my hand and official seal.

Shirley Rose Simon
Notary Public, State of Florida

My commission expires:



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