

*Joseph De Gance, Esquire*  
*Attorney at Law*

*3471 N. Federal Highway*  
*Suite 601*  
*Fort Lauderdale, Florida 33306*

*Telephone (954) 566-1531*  
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September 9, 1998

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, Fla. 32301

RE: EVERGLADES DESIGN GROUP, INC.

700002638587-5  
-09/14/98-01110-011  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on the above referenced corporation together with my trust account check in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>
Total	\$122.50

Thank you,

*Joseph DeGance*  
Joseph DeGance

JD:jd  
Enc.

FILED  
SEP 14 1998  
TALLAHASSEE FLORIDA

98 SEP 14 AM 10:12

SEP 24 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 18, 1998

JOSEPH DEGANCE  
3471 N. FEDERAL HIGHWAY  
SUITE 601  
FORT LAUDERDALE, FL 33306

SUBJECT: EVERGLADES DESIGN GROUP, INC.  
Ref. Number: W98000021353

We have received your document for EVERGLADES DESIGN GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article VII states there will be 1 director(s), whereas 0 is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 898A00047271

*C.H. - as per  
Bobbie  
9/21/98*

**ARTICLES OF INCORPORATION  
OF  
EVERGLADES DESIGN GROUP, INC.**

**FILED**  
98 SEP 14 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I  
NAME**

The name of the corporation is: EVERGLADES DESIGN GROUP, INC. at 810 S.E. 6 Avenue, Pompano Beach, FL 33060.

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

This corporation is organized for all lawful purposes.

**ARTICLE IV  
CAPITAL STOCK**

The corporation shall be authorized to have a maximum number of 200,000 shares of stock outstanding at any time. The shares shall consist of 100,000 class A voting common shares with no par value and 100,000 class B nonvoting common shares having no par value. Each class of shares shall be identical in all respects, except the class B nonvoting shares will carry no right to vote for the election of Directors of the corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of the State of Florida require that voting rights be granted to such nonvoting shares.

## **SECTION 2. 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 class A Common Shares.

### **ARTICLE V**

#### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### **ARTICLE VI**

#### **INITIAL REGISTERED OFFICERS AND AGENT**

The street address of the initial registered offices of this corporation is 810 S.E. 6 Avenue, Pompano Beach, Fla. 33060 and the name of the initial registered agent of this corporation at that address is KEN DOUGLAS. Said address of the Registered Officer and Agent are the same address as the Corporation.

### **ARTICLE VII**

#### **INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than 1. The names and addresses of the initial directors of this corporation shall be named at the first meeting of Subscribers.

### **ARTICLE VIII**

#### **INCORPORATORS**

The names and addresses of the persons subscribing to these articles as Incorporators are:

KEN DOUGLAS  
810 S.E. 6 Ave.  
Pompano Beach, Fla. 33060

ROBERT C. PAGE

11293 N.W. 11 Court  
Coral Springs, Fla. 33071

JOSEPH DeGANCE  
3471 N. Federal Hwy. #601  
Ft. Lauderdale, Fla. 33306

**ARTICLE IX**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE X**  
**MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XI**  
**ACTION BY DIRECTORS WITHOUT A MEETING**

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

**ARTICLE XII**  
**INDEMNIFICATION**

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

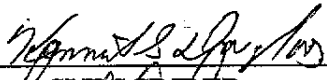


**ARTICLE XIII**  
**AMENDMENT**

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 subject to this reservation.

**ARTICLE XIV**  
**BEGINNING OF CORPORATE EXISTENCE**

The date when corporate existence shall begin shall be upon filing of these Articles of Incorporation.

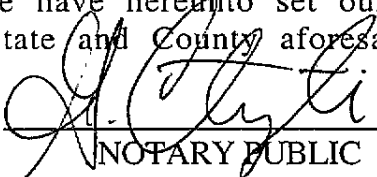
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of September, 1998.

  
SUBSCRIBER  
  
SUBSCRIBER  
  
SUBSCRIBER

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KEN DOUGLAS, ROBERT C. PAGE and JOSEPH DeGANCE known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation. They produced Fla. Driver's Licenses as identification.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our official seals, in the State and County aforesaid, this 9th day of September, 1998.

  
NOTARY PUBLIC  
My Commission Expires:



Georgina M. Atorresagasti  
MY COMMISSION # C0601473 EXPIRES  
November 14, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

### DESIGNATION OF RESIDENT AGENT

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

FIRST: That EVERGLADES DESIGN GROUP, INC, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Pompano Beach, County of Broward, State of Florida, has named: KEN DOUGLAS as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named 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.

  
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THIS INSTRUMENT PREPARED BY:  
JOSEPH DeGANCE, ESQUIRE  
3471 N. Federal Hwy. #601  
Ft. Lauderdale, Fla. 33306

FILED  
98 SEP 14 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA