

SENT BY:

Division of Corporations

9-29-98 ; 10:44 ;

ROS/REIS/STEIN→ Department of State;# 1/ 4

Page 1 of 1

P980000084001

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

EFFECTIVE DATE
9/28/98

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H98000018022 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ROSENBERG, REISMAN, STEIN & DENNIS
Account Number : 075350000275
Phone : (305) 358-2600
Fax Number : (305) 375-0328

FLORIDA PROFIT CORPORATION OR P.A.

Megan South, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	14
Estimated Charge	\$122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 29 PM 2:56

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

<https://ccfss1.dos.state.fl.us/scripts/cfilcovr.exe>

TA-9/29/98
9/29/98

SENT BY:

9-29-98 ; 10:44 ;

ROS/REIS/STEIN- Department of State;# 2/ 4

H98000018022 7

Articles of Incorporation
Of
Megan South, Inc.

EFFECTIVE DATE
9/28/98

These Articles of Incorporation are executed by the undersigned in order to form a corporation for the purposes and with the powers hereinafter mentioned, under the laws of the State of Florida for the formation of corporations for profit.

I

The name of the corporation shall be:
Megan South, Inc.

II

This corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by corporations under said law.

III

The corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporation laws of the State of Florida.

IV

The corporation is authorized to issue ONE HUNDRED (100) shares of stock. Each share shall have a par value of TEN and NO/100 (\$10.00) DOLLARS and all of said shares shall be common stock. Said shares may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify the shares as Internal Revenue Code Section 1244 shares.

V

The corporation shall have perpetual existence.

VI

The principal office and mailing address of the corporation shall be:

3550 Biscayne Boulevard
Suite 705
Miami, Florida 33137

FILED
98 SEP 29 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument prepared by: Gary M. Stein, Rosenberg, Reisman & Stein LLP, 1 S.E. 3rd Avenue;
Suite 3050; Miami, Florida 33131; 305-358-2600

H98000018022 7

SENT BY:

9-29-98 ; 10:44 ;

ROS/REIS/STEIN→ Department of State;# 3/ 4

H98000018022 7

VII

The initial registered office of the corporation shall be located 3550 Biscayne Boulevard; Suite 705; Miami, Florida 33137 and Gary M. Stein shall be the registered agent of the corporation.

VIII

The name and address of the incorporators of the corporation and subscribers to these Articles of Incorporation are:

George Rullo
3550 Biscayne Boulevard
Suite 705
Miami, Florida 33137

IX

The number of Directors of the corporation shall be no less than one (1), the exact number to be determined by the By-Laws or by special vote of the stockholders.

X

The names and addresses of the first Board of Directors are:

George Rullo
3550 Biscayne Boulevard
Suite 705
Miami, Florida 33137

Subject to the laws of the State of Florida, the first Board of Directors shall hold office until their successors are elected and have qualified.

XI

The officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, Vice President, Secretary and Treasurer, with as many Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers or other officers as may be described in the By-Laws of the corporation or appointed by the Board of Directors. The same person may simultaneously hold more than one office.

XII

The initial offices and officers of the corporation shall be the following:

2
This instrument prepared by: Gary M. Stein, Rosenberg, Reisman & Stein LLP; 1 S.E. 3rd Avenue;
Suite 3050; Miami, Florida 33131; 305-358-2600

H98000018022 7

SENT BY:

9-29-98 ; 10:45 ;

ROS/REIS/STEIN→ Department of State:# 4/ 4

H98000018022 7

President - George Rullo
Vice President - Eva Marie Rullo
Secretary - Eva Marie Rullo
Treasurer - George Rullo

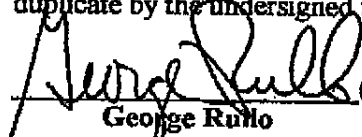
XIII

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled.


XIV

The commencement date of the existence of this corporation shall be the date of subscription of this Certificate of Incorporation if such date is within five business days prior to the date of filing of these Articles of Incorporation in the office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

IN WITNESS WHEREOF, these Articles of Incorporation have been subscribed in duplicate by the undersigned this 28th day of September, 1998.

 (SEAL)
George Rullo

The undersigned hereby accepts appointment as the Registered Agent of Megan South, Inc.

 (SEAL)
Gary M. Stein

FILED
98 SEP 29 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA