

PA8000087739



ACCOUNT NO. : 072100000032

REFERENCE : 986607 7166504

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -6 AM 10:03

ORDER DATE : October 6, 1998

ORDER TIME : 2:43 PM

ORDER NO. : 986607-005

CUSTOMER NO: 7166504

CUSTOMER: Mr. David Cheung  
EXECUTIVE ESCORTS, INC

700002657017--9  
-10/07/98-01001-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

5415 Lake Howell Rd.  
Suite 172  
Winter Park, FL 32792

DOMESTIC FILING

NAME: EXECUTIVE ESCORTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

2557-Ldl  
W98-22799

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DIVISION OF CORPORATION

10/14/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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October 7, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: EXECUTIVE ESCORTS, INC.  
Ref. Number: W98000022799

**UBN**  
submit original  
submit date as file date.

We have received your document for EXECUTIVE ESCORTS, INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 798A00049868

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98 OCT 13 PM 4:16  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
EXECUTIVE ESCORTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -6 AM 10:03

ARTICLE I

Name and Duration

The name of the Corporation is EXECUTIVE ESCORTS, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 5415 Lake Howell Road, Suite 172, Winter Park, Florida, 32792.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 5415 Lake Howell Road, Suite 172, in the City of Winter Park, County of Orange, State of Florida. The name of the registered agent at such address is David W. Cheung.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The Corporation is organized for the purpose of transacting any and all lawful business allowed under the laws of the State of Florida and the United States.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 3,000 shares of one dollar (\$1.00) Par Value Voting Common Stock.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
David W. Cheung	5415 Lake Howell Road, Suite 172 Winter Park, Florida 32792

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than two (2). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing address of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Mikolaj Klimek	813 Southwest 2 <sup>nd</sup> Court, Apt. 2 Fort Lauderdale, FL 33312
Jack Teitelbaum	3900 North Hills Drive, Apt. 203 Hollywood, FL 33021

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock 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 early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE X

Cumulative Rights

At all elections of directors, each holder of Common Stock is entitled to as many votes as equals the number of his or her shares of Common Stock multiplied by the number of directors to be elected and he or she may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

ARTICLE XI

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.


ARTICLE XII

Indemnification

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

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 5th day of October, 1998.

INCORPORATOR

  
\_\_\_\_\_  
DAVID W. CHEUNG

STATE OF FLORIDA    )  
                              ) SS.  
COUNTY OF ORANGE )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared David W. Cheung known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of October, 1998.



*Susan R. Hogan*  
Notary Public  
State of Florida at Large

My Commission Expires: *Sept 26, 2000*

Registered Agent Certificate

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That EXECUTIVE ESCORTS, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Winter Park, County of Orange, State of Florida, has named DAVID W. CHEUNG, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provision of said statute relative to keeping open said office and further states he is familiar with Florida Statute 607.0501.

DATED: OCTOBER 5<sup>TH</sup>, 1998

  
\_\_\_\_\_  
DAVID W. CHEUNG