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LAW OFFICES OF  
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November 3, 1998

Secretary of State  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900002683729--5  
-11/10/98-01004-004  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: HerPaul Holding Co.

Dear Sir/Madam:

Enclosed please find the following:

1. Original and one (1) copy of Articles of Incorporation for the above captioned corporation;
2. Original and one (1) copy of Certificate Designating Place of Business or Certificate for the Service of Process Within Florida, Naming the Agent Upon Whom Process May Be Served;
3. Check in the amount of \$122.50 (\$52.50 for certified copy and \$70.00 to file same); and
4. Return envelope for your convenience.

If you require any further documentation or information to process this request, please feel free to contact me.

Very truly yours,

*L. Sanchez*  
Lynne Sanchez, C.L.A.  
Legal Assistant to Atty. Frank M. Marks

Dmc  
11-13-98

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Enclosure(s)

FILED  
98 NOV -9 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Charter No. \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
HERPAUL HOLDING CO.**

**FILED**  
98 NOV -9 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is HERPAUL HOLDING CO.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue **100** shares of no par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 3751 N.W. 54th Avenue, Hollywood, Florida 33021, and the name of the initial Registered Agent of this Corporation is Herbert Weiner. The principal place of business is 3751 Northwest 54th Avenue, Hollywood, Florida 33021.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

Pauline Trautman  
3751 N.W. 54th Avenue  
Hollywood, Florida 33021

President and Director

Herbert Weiner  
3751 N.W. 54th Avenue  
Hollywood, Florida 33021

Secretary / Treasurer and Director

## ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Pauline Trautman  
3751 N.W. 54th Avenue  
Hollywood, FL 33021

## ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

## ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR  
SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent if the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

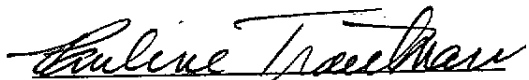
ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - 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 is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31<sup>ST</sup> day of October, 1998.

  
Pauline Trautman  
Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE )

This foregoing instrument was acknowledged before me this 31<sup>st</sup> day of October, 1998 by Pauline Trautman, as incorporator for HERPAUL HOLDING CO., who personally appeared before me at the time of notarization and who is personally known to me ~~or has produced~~ as identification and who (did/did not) take an oath.



Frank M Marks  
My Commission CC679043  
Expires September 10, 2001

NOTARY PUBLIC

sign:

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print:
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State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE AGENT  
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT HERPAUL HOLDING CO., DESIRING TO ORGANIZE  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT THE CITY OF HOLLYWOOD, STATE OF FLORIDA, HAS  
NAMED HERBERT WEINER AS REGISTERED AGENT, LOCATED AT 3751  
NORTHWEST AVENUE, HOLLYWOOD, FLORIDA 33021 AS THE AGENT UPON  
WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS  
IS: 3751 NORTHWEST AVENUE, HOLLYWOOD, FLORIDA 33021 AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Pauline Trautman  
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

HERBERT WEINER  
(REGISTERED AGENT)

DATED: Oct 31, 1998