

P980000098686

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

8325 N.E. 2nd Avenue
Corp.

500002695325--2
-11/24/98--01052--009
*****78.75 *****78.75

Signature _____

Requested by: AS

Name _____

Date 11/24

Time 10:03

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

98 NOV 24 AM 11:07

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 24 AM 10:36
DIVISION OF CORPORATIONS

RECEIVED

R. Purinton NOV 24 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 24 AM 11:07

ARTICLES OF INCORPORATION

OF

8325 N.E. 2ND AVENUE CORP.

We, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is 8325 N.E. 2ND AVENUE CORP.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence at the date and time of the filing of these Articles by the Department of State.

ARTICLE III

PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to the following:

1. To operate, manage, and in any other way be involved with the conduct of sales, rental, leasing or other otherwise dealing with improved or unimproved rent property.

2. To transact any and all lawful business, whether or not it is related to that specified in Paragraph 1 hereof.

ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of Seven Thousand Three Hundred (7,300) Shares of Common Stock of ONE DOLLAR (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. Each of the 7,300 Shares of Common Stock shall share equally in all rights to ordinary and liquidating dividends and shall carry equal rights to each other except that 100 shares shall be designated as voting

shares and shall be entitled to be voted by the stockholders thereof at any meetings of the shareholders. All other shares shall be designated as non-voting shares and will not carry any voting rights for the shareholders thereof. There shall be no preemptive rights granted to the stock holders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of all the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation, except as may otherwise be agreed of the shareholders.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address are as follows:

John H. Gerken, Esquire
Attorney at Law
Room 5 - 209 N.E. 95th Street
Miami Shores, Florida 33138.

The corporation's initial principal office is at:

c/o John H. Gerken Law Office
Room 5 - 209 N.E. 95th Street
Miami Shores, Florida 33138.

ARTICLE VI
BOARD OF DIRECTORS

1. The number of Directors of this corporation shall be two, but the By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have two (2) Directors. The names and addresses of the initial Directors are:

John H. Gerken
Room 5 - 209 N.E. 95th Street
Miami Shores, Florida 33138.

Kathryn G. Whitehead
6943 S.E. 12th Circle
Ocala, Florida 33480.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

John H. Gerken
Room 5 - 209 N.E. 95th Street
Miami Shores, Florida 33138.

ARTICLE VIII
ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way

of security upon the issue of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

6. When any agreement is made between or among stockholders owning at least eighty percent (80%) of the voting stock in the corporation which is outstanding, such agreement, if filed with the Board of Directors of the corporation, shall be binding upon the corporation, shall be recognized by the Directors, and shall be observed by the officers and agents of the corporation; and particularly, such stockholders are authorized to include in such agreement entered into between or among themselves provisions relating to limitations, transferability, hypothecation, assignment, and value of the stock of the corporation, the making of By-Laws and rules for holding meetings and what constitutes a quorum for such meeting, the division of voting control including the right of cumulative

voting, and matters pertaining to the compensation of the officers, Directors, employees, and agents of the corporation and to the purchase, sale, mortgage, pledging, or leasing of its real and personal property.


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami Shores, Miami-Dade County, Florida, for the uses and purposes aforesaid, this 23 day of November, A.D., 1998.


JOHN H. GERKEN

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared JOHN H. GERKEN, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, (or produced the following as identification _____), and he have freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami Shores, Miami-Dade County, Florida, this 23rd day of November, A.D., 1998.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 24 AM 11:07

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

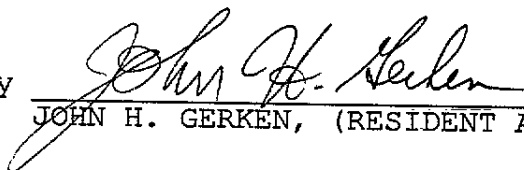
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First, that 8325 N.E. 2ND AVENUE CORP., desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of
Incorporation at City of Miami Shores, County of Miami-Dade,
State of Florida, has named JOHN H. GERKEN, Esquire, located
at Room 5, 209 N.E. 95th Street, Miami shores, Florida,
33138, City of Miami Shores, County of Miami-Dade, State of
Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.

By


JOHN H. GERKEN, (RESIDENT AGENT)