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TRANSMITTAL LETTER

FILED

98 NOV 16 AM 11:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400002687744--5

-11/16/98--01022--020  
\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: SILVER PALM MANAGMENT CORP.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for .

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Joseph Falowitz  
Name (Printed or typed)

13100 S.W. 128<sup>th</sup> St.  
Address

MIAMI FL 33186  
City, State & Zip

305 253-8631 x 130  
Daytime Telephone number

*WJH* 20131  
P. Hall  
7  
DEC - 1 1998

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 19, 1998

JOSEPH FALOWITZ  
13100 SW 128TH ST  
MIAMI, FL 33186

SUBJECT: SILVER PALM MANAGEMENT CORP.  
Ref. Number: W98000026131

We have received your document for SILVER PALM MANAGEMENT CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 198A00055638

*original submission*  
*Jake*

**Articles of Incorporation  
Of  
Silver Palm Management Corp.**

FILED  
98 NOV 16 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned incorporators hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**Article I – Name**

The name of this corporation shall be as stated above, namely,

Silver Palm Management Corp.

**Article II – Beginning of Corporate Existence**

The date when the corporate existence of this corporation shall commence shall be

November 16, 1998

**Article III – General Nature of Business**

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article IV – Capital Stock**

The maximum number of shares of capital stock authorized to be issued by this corporation shall be 100 shares having a par value of one dollar (\$1.00) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporators, or by the board of directors, at a meeting called for such purpose. All Stock when issued shall be full paid for and shall be non-assessable.

**Article V – Initial Capital**

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

#### **Article VI - Term of Existence**

This corporation shall have perpetual existence.

#### **Article VII - Principal Office**

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch office and other places of business at such other places within or without the State of Florida that may be deemed expedient:

13100 SW 128 Street  
Miami, FL 33186

#### **Article VIII - Directors**

There shall be a board of directors for this corporation which shall consist of not less than one (1) and not more than nine (9) the number of the same to be fixed by the corporate by laws. Each of said directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any officer of the corporation may be removed, without cause at any annual or special meeting of the board of directors, where a quorum is present, by the affirmative vote for a majority of the directors present at said meeting.

#### **Article IX - Initial Board of Directors**

The members of the first board of directors are:

Joseph Falowitz  
Michael Greenbaum

The members of the first board of directors, unless otherwise provided by the by laws, shall hold office for the first year of the corporate existence or until their successors are elected or appointed and have qualified.

## **Article X - Incorporators**

The names and addresses of all incorporators to these Articles of Incorporation are:

Joseph Falowitz  
3910 Little Avenue  
Coconut Grove, FL 33133

Michael Greenbaum  
9510 SW 98 Street  
Miami, FL 33176

## **XI - Initial registered agent and Street Address**

The name and address of the initial registered agent is:

Joseph Falowitz  
13100 SW 128 Street  
Miami, FL 33186

## **Article XII - Conflict of Interest**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, any director of this corporation who is also a director or officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any such meeting of the board of directors and may vote at any such meeting of the board of directors of this corporation, which shall authorize and such contract or transaction, with like force and effect as if they were not such a director or officer of such other corporation or not so interested.

### **Article XIII - Assignment of Subscriptions**

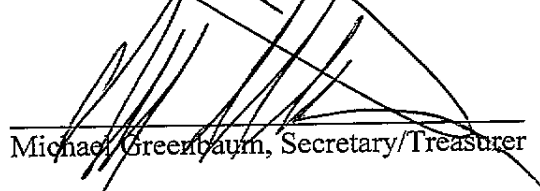
The original subscriber to these Articles of Incorporation shall have the right, upon incorporation to assign and deliver their subscriptions to any other person, firm or corporation who may thereafter become subscribers to the capital stock of this corporation who, upon acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the law of the State of Florida, and the execution of the necessary instruments of assignment; provided, however, that any, but not all of said subscriptions may be assigned by the subscribers to the corporation so that less than the number of shares subscribed for may be initially issued to the stockholders.

### **Articles XIV - 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 the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

In Witness whereof, we have executed these Articles, Incorporation for the uses and purposes herein stated this 16 day of November 1998.

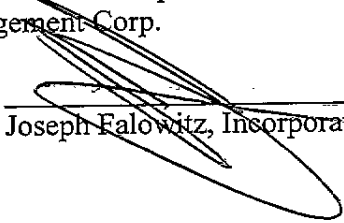
  
\_\_\_\_\_  
Joseph Falowitz, President

  
\_\_\_\_\_  
Michael Greenbaum, Secretary/Treasurer

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Acceptance by Registered Agent:**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for Silver Palm Management Corp.

  
\_\_\_\_\_  
Joseph Falowitz, Incorporator/Registered Agent

State of Florida  
County of Dade SS:

I Hereby Certify that on this day, before a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared:

Joseph Falowitz  
Michael Greenbaum

To me known to be the persons described as subscribers to the foregoing Articles of Incorporation, in and who executed the same, and acknowledge before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

Witness my hand and official seal at Dade County, Florida this 16 of November 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

