

P98000105796

# *Native Weddings Honeymoons and Resorts*

December 17th, 1998

FLORIDA DEPARTMENT OF STATE  
P.O. Box 6327  
Tallahassee, Florida 32314

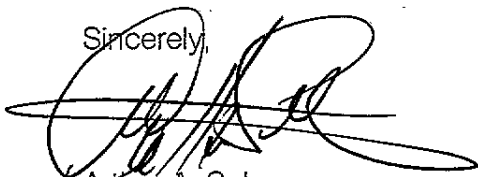
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-12/21/98-01079-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Attn : New Corporation Division

To whom it may concern,  
Enclosed please find the necessary documents to file "Native Weddings Honeymoons and Resorts Inc." and Check #0675 in the amount of US\$78.75 for the filing fee of the Corporation and fee for a Certified Copy of the Corporation.

Should you have any questions regarding this correspondence or its enclosures, please contact me at telephone (954) 726-7122 / (954) 722-4484 or facsimile (954) 726-9055.

Sincerely,



Arthur A. Solomon  
NATIVE WEDDINGS HONEYMOONS  
AND RESORTS

Encl.: Filing Documents for Corp.  
Check #0675  
cc : File Native  
AAS/ics

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
NATIVE WEDDINGS HONEYMOONS AND RESORTS INC**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons over the age of eighteen (18) years, competent to contract, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

**ARTICLE I  
Name**

The name of the corporation is  
**NATIVE WEDDINGS HONEYMOONS AND RESORTS INC**

**ARTICLE II  
Nature of Business**

The general nature of the business to be transacted by the corporation is;

- (a) To engage in every phase and aspect of the Hotel/ Resorts Sales, Marketing and Services, Including but not limited to Weddings and Honeymoons all other related business.
- (b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for rendering professional services.
- (C) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects of furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumerating of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

### **ARTICLE III**

#### **Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$10.00 per share.

### **ARTICLE IV**

#### **Initial Capital**

The amount of capital with which the corporation will begin business is \$600.00

### **ARTICLE V**

#### **Term of Existence**

The corporation is to exist perpetually.

### **ARTICLE VI**

#### **Address**

The initial address of the principal office of the corporation in the State of Florida is 7640 Westwood Drive Suite 407, Tamarac, FL 33321. The shareholders may from time to time move the principal office to any other address in Florida.

### **ARTICLE VII**

#### **Management of the Corporation Affairs**

The business of this corporation shall be managed by the stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

## **ARTICLE VIII**

### **Subscribers**

The names and street addresses of each person signing these Articles of Incorporation as a subscriber, the number of shares of stock each agrees to take, and the value of the consideration therefor are;

NAME	ADDRESS	SHARES	CONSIDERATION
Arthur A. Solomon	7640 Westwood Drive Suite 407 Tamarac Fl. 33321	500	\$300.00
Ingrid E. Solomon	7640 Westwood Drive Suite 407 Tamarac Fl. 33321	500	\$300.00

## **ARTICLE IX**

### **Voting Trusts**

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

## **ARTICLE X**

### **Restraint on Alienation of Shares**

The shareholders of the corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the corporation by any of its shareholders, or in the event of the death of any shareholders. The manner and form as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third persons without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the corporation may sell or transfer his shares therein, except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may *be made only after the same shall have been approved at a stockholders' meeting*

## **ARTICLE XI**

### **Additional Corporate Powers**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have the following powers;

- (a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise with any person, firm or corporation for the purpose of rendering professional legal services.
- (b) To deny the holders of common shares of the corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.
- (c) At his option, to purchase and acquire any or all of it's stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provide, however, that the capital of the corporation is not impaired.
- (d) At it's option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of the corporation, setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.
- (e) To enter into, for the benefit of it's employees, one or more of the following:
  - (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

## **ARTICLE XII**

### **Amendment**

These Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

**ARTICLE XIII**  
**Officers**

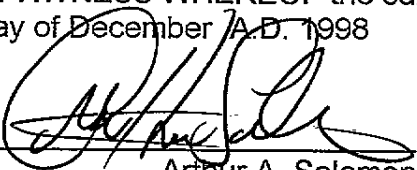
The name and address of the president is:

Mr. Arthur A. Solomon                      7640 Westwood Dr # 407 Tamarac FL 33321

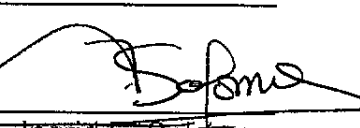
The name and address of the Vice President Secretary/Treasurer is:

Mrs. Ingrid E. Solomon                      7640 Westwood Dr # 407 Tamarac FL 33321

IN WITNESS WHEREOF the subscribers have executed these presents this 17th  
day of December A.D. 1998

  
\_\_\_\_\_  
Arthur A. Solomon

Witness

\_\_\_\_\_  
Witness   
\_\_\_\_\_  
Ingrid E. Solomon

Witness

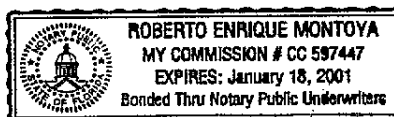
STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on Dec 17 1998 by Arthur  
A. Solomon, and Ingrid E. Solomon who are personally known to me or who have  
produced driver licenses as identification and did (did not) take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

Serial # CC 59744-7

Commission expiration date JANUARY 18, 2001



**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

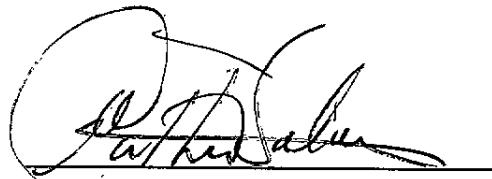
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM NOTICE MAY BE SERVED.

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

FIRST ----- NATIVE WEDDINGS HONEYMOONS AND RESORTS INC desiring to organize under the Laws of the State of Florida, with it's principal office as indicated in the Articles of Incorporation at Tamarac Broward, State of Florida, has named ARTHUR A. SOLOMON, located at 7640 Westwood Drive, Suite 407, Tamarac 33321. County of Broward, State of Florida, as it's agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

A handwritten signature in black ink, appearing to read 'Arthur A. Solomon', is written over a horizontal line.

Arthur A. Solomon

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: NATIVE WEDDINGS HONEYMOONS & RESORTS INC.

2. The name and address of the registered agent and office is:

Arthur A. Solomon

(Name)

7640 Westwood Drive, Suite #407

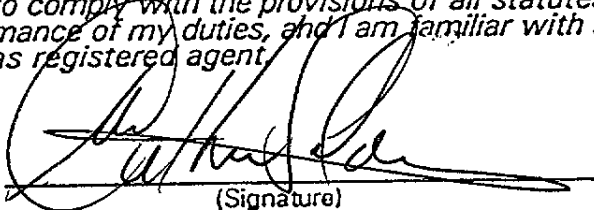
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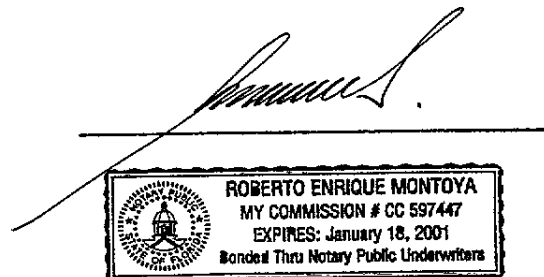
Tamarac, Florida 33321

(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

  
ROBERTO ENRIQUE MONTOYA  
MY COMMISSION # CC 597447  
EXPIRES: January 18, 2001  
Bonded Third Notary Public Underwriters