

P99000015773

TRANSMITTAL LETTER

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

FILED
99 FEB 17 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: TURN AROUND GROUP INC
(Proposed corporate name - must include suffix)

900002778589--9
-02/18/99--01004--003
*****78.75 *****78.75

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 of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: DENNIS TRACY
Name (Printed or typed)

19510 BEL AIRE DR
Address

MIAMI, FL 33157 Dennis Tracy GAVE
City, State & Zip

305-253-1463 AUTHORIZATION BY PHONE TO
Daytime Telephone number RA address

DATE

DOC. EXAM.

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

P. Hall

FEB 18 1999

(6)

**ARTICLES OF INCORPORATION
OF
TURNAROUND GROUP, INC.**

FILED
99 FEB 17 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a majority of whom are citizens of the United States of America, desiring to form a corporation for profit under the General Corporation Law of Florida, do hereby certify:

FIRST: The name of said corporation shall be Turnaround Group, Inc.

SECOND: The place in the State of Florida where it's principal office is to be located at 19510 Bel Aire Dr., Miami, Florida 33157.

THIRD: The purpose for which it is formed are:

A. To operate a Retail Sales Business.

B. To acquire all or any part of the goodwill, rights, property and business of any corporation, association, partnership, firm, trustee, syndicate, combination, organization, other entity or individual, domestic or foreign, heretofore or hereafter engaged in any business similar to the business of the corporation or otherwise, and to pay for the same in cash or in shares or obligations of the corporation or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such corporation, association, partnership, firm, trustee, syndicate, combination, organization, individual or other entity, domestic or foreign, and to conduct in the State of Florida, and/or any other state, territory, locality or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Florida:

C. To do any and all things of every kind or nature whatsoever, which may be useful or convenient or possible to do in connection with, as part of, incidental to, or supplemental to, any of the above purposes or as any individual in the State of Florida is permitted to do:

D. The corporation reserves the right to substantially change the purposes hereof, from time to time.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is five hundred (500) all of which shall be

common shares without par value.

FIFTH: The corporation, through it's Board of Directors, shall have the right and power to repurchase any of it's outstanding shares at such prices and terms in the following manner and each shareholder shall offer to the corporation a "first refusal" option in the following manner:

A. The value of such of stock shall be determined within thirty days after notice to the corporation by a stockholder who desires to sell his stock:

B. If the parties can not determine or agree to the value of such stock, the parties shall each select an appraiser, and the two appraisers select a third appraiser, and said appraisers then shall appraise said property, fixtures and furnishings and average their appraisal for the sale price of said stock:

C. Said corporation shall have ninety (90) days after the sale price of stock is determined and agreed to for paying said stockholder for his shares:

D. The within terms shall be binding upon the heirs, administrators, executors and assigns of said deceased stockholder or selling stockholder as the case may be.

SIXTH: The corporation shall make no offering of any of its stock which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

SEVENTH: The amount of capital with which the corporation will begin business will be Five Hundred Dollars (\$500.00).

EIGHTH: Directors of the corporation shall no be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves:

A. A director's duty of loyalty to the corporation or its stockholders:

B. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law:

C. Liability for unlawful payments of dividend or unlawful stock purchases or redemption by the corporation:

D. A transaction from which the director derived an improper benefit.

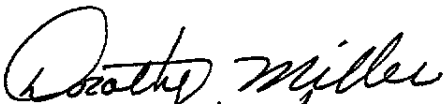
NINTH: The power of the incorporators are to terminate upon the filing of the Articles of Incorporation, and the names and mailing addresses of the persons who are to serve as directors until the first meeting of stockholders or until their successors are elected are as follows:

Joan Marie Klein	19901 SW 103 Ave, Miami, FL 33157
Dorothy Miller	P.O. Box 700613, Miami, FL 33170
Bryan Harris	19510 Bel Aire Drive, Miami, FL 33157

In witness whereof, we have hereunder to subscribed our names
this 15 day of FEBRUARY, 1999

SIGNATURES OF INCORPORATORS


ADDRESS OF INCORPORATORS


Dorothy Miller

P.O. Box 700613
Miami, FL 33170


Bryan Harris

19510 Bel Aire Drive
Miami, FL 33157

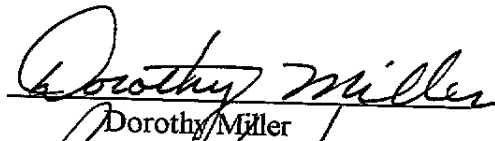

Dennis Tracy

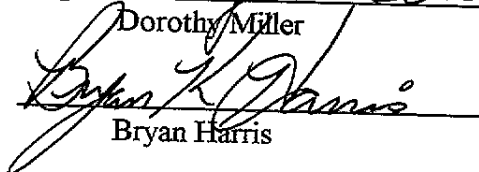
19510 Bel Aire Drive
Miami, FL 33157

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least of the majority of the incorporators of Turnaround Group, Inc., hereby appoint Dorothy Miller statutory agent, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. Her complete address is 10705 SW 216th St, Suite D202, Miami, Florida 33170.

TURNAROUND GROUP, INC.


Dorothy Miller


Bryan Harris

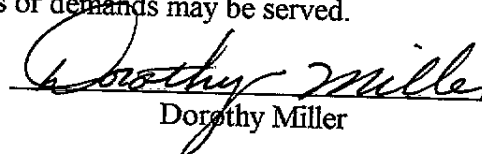

Dennis Tracy

Incorporators

Dade County, Florida

Gentlepeople:

I hereby accept the appointment as the representative of Turnaround Group, Inc., upon whom process, tax notices or demands may be served.


Dorothy Miller

CERTIFICATE OF ACKNOWLEDGMENT

FILED
99 FEB 17 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The State of Florida }
 } ss
County of Dade }

Personally appeared before me, the undersigned, a Notary Public in and for the State of Florida, this 15 day of FEB, 1999 who each and severally acknowledged the signing of the foregoing articles of incorporation to be their free act and deed, for the uses and purposes therein mentioned.

Witness my hand and seal on the day and year last aforesaid.



JIMMY WHITAKER
COMMISSION # CC592469
EXPIRES OCT 10, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.


Notary Public

My commission expires 10/10/2000