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Account Number : 075410000050
Phone : (305)854-5900
Fax Number : (305)857-9322

FLORIDA PROFIT CORPORATION OR P.A.
NO LIMIT ENTERPRISES, INCORPORATED

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LAW OFFICES
COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL
A PROFESSIONAL ASSOCIATION

MIGUEL A. MASPONS
EXTENSION 1320
EMAIL: maspons@coberklaw.com

TERREMARK CENTRE
19TH FLOOR
2601 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133-5460
TELEPHONE (305) 854-5900
TELECOPIER (305) 857-0857

BOCA RATON OFFICE
TELEPHONE (561) 395-0407
TELECOPIER (561) 394-0571

February 23, 1999

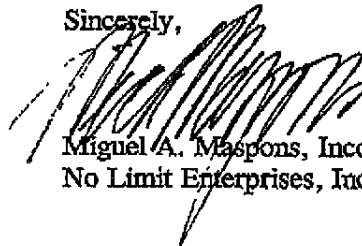
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: No Limit Enterprises, Incorporated
Fax Audit No: H99000004446 3

Gentlemen:

This is to advise you that I am aware that there currently exists a Florida corporation with the name: No Limit Ent. Co.

Sincerely,



Miguel A. Maspons, Incorporator of
No Limit Enterprises, Incorporated

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ARTICLES OF INCORPORATION
OF
NO LIMIT ENTERPRISES, INCORPORATED

The undersigned, acting as incorporator of NO LIMIT ENTERPRISES, INCORPORATED (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: NO LIMIT ENTERPRISES, INCORPORATED

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

Prepared by: Miguel A. Maspons, Esq.
Florida Bar No. 794155
2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
(305) 854-5900

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ARTICLE V

MAILING ADDRESS

The mailing address of the principal office of the Corporation is:

P.O. Box 835011
Miami, FL 33283

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The name and address of the initial director is:

| <u>Name</u> | <u>Address</u> |
|---------------|------------------------------------|
| Adam E. Cohen | P.O. Box 835011 Miami, FL 33283 |

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ARTICLE IX
INCORPORATOR

The name and street address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Miguel A. Maspons | c/o Cohen, Berke, Bernstein, Brodie & Kondell, P.A. 2601 South Bayshore Drive, 19 th Floor Miami, Florida 33133 |

ARTICLE X
INDEMNIFICATION

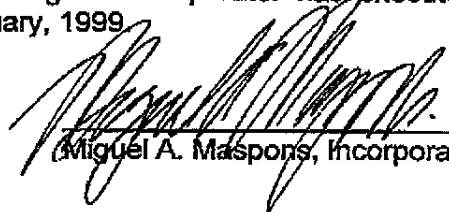
To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

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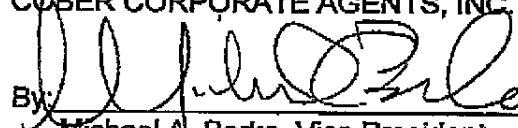
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of February, 1999


Miguel A. Maspons, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for NO LIMIT ENTERPRISES, INCORPORATED in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 
Michael A. Berke, Vice President

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