

P99000053988

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

9 June 1999

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-06/14/99--01044--002
*****87.50 *****87.50

SUBJECT: POLAR VILLAGE CORPORATION

Enclosed is an original and one(1) copy of the Articles of Incorporation for **POLAR VILLAGE CORPORATION** and a check for \$87.50 for Filing fee, certified copy & certificate of status.



Dennis Decker/Incorporator
Polar Village Corporation
5537 NW 90th Terrace
Sunrise, FL 33351

FILED
99 JUN 14 AM 8:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROOK JUN 15 1999

Articles of Incorporation

ARTICLE I NAME: The name of the corporation shall be: Polar Village Corporation

ARTICLE II PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be: 5537 NW 90th Terrace Sunrise, FL 33351

ARTICLE III CAPITAL STOCK: This corporation is authorized to issue 1,000 shares of common stock, par value US \$1.00 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and Florida Street address of the initial registered agent are: Arthur J. Jaffe, C.P.A P.A. Suite 302 3900 Hollywood Blvd, Hollywood, FL 33021

ARTICLE V INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation are: Dennis D. Decker 2049 Polo Gardens Dr. #107 Wellington, FL 33414


Signature/Incorporator

June 9, 1999
Date

ARTICLE VI BOARD OF DIRECTORS: The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial Directors are

Guillermo Gonzalez 5537 NW 90th Terrace Sunrise, FL 33351
Michael Manion 5284 NW 114th Ave #104 Miami, FL 33178
Dennis Decker 2049 Polo Gardens Dr. #107 Wellington, FL 33414

ARTICLE VII OFFICERS: The names and addresses of the initial officers of this corporation, who shall hold such office until their successors for such offices shall have been duly elected and qualified, are:

President-- Michael Manion 5284 NW 114th Ave #104 Miami, FL 33178
Vice-President-- Guillermo Gonzalez 5537 NW 90th Terrace Sunrise, FL 33351
Secretary/Treasurer--Dennis Decker 2049 Polo Gardens Dr. #107 Wellington, FL 33414

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ARTICLE VIII DIRECTOR CONFLICTS OF INTEREST: No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction

Article IX INDEMNIFICATION: Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he or she served as such at the request of the corporation, shall be indemnified by the corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys fees actually and necessarily incurred as a result of such action, suit or proceeding including any appeal thereof. The corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability hereunder.

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/Registered Agent

6-9-99
Date

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