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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SCOTCH BONNET OF MIAMI, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
SCOTCH BONNET OF MIAMI, INC.**

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is: *SCOTCH BONNET OF MIAMI, INC.*

**ARTICLE II
DURATION**

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of one-dollar par value common stock.

**ARTICLE V
SHAREHOLDERS' RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

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ARTICLE VII
PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is:

**14955 SW 74 Terrace
Miami, FL 33193**

The name and address of the initial registered agent of this corporation at that address is:

**Juan Cano
14955 SW 74 Terrace
Miami, FL 33193**

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.

Date: _____

6/22/99


as Registered Agent

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President:	Marty Wilner
Vice President:	Juan Cano
Treasurer:	Marty Wilner
Secretary:	Juan Cano

ARTICLES IX
INCORPORATORS

The names and address of the person signing these Articles as incorporator are:

**Marty Wilner
10761 NW 18 Drive
Plantation, FL 33322**

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H99000015211**ARTICLES X
BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI
RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**ARTICLE XII
CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE XIII
CALLING OF SPECIAL MEETINGS**

The Board of Directors may call special meetings of the shareholders.

**ARTICLE XIV
SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV
AMENDMENT**

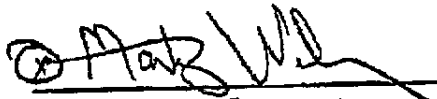
The corporation reserves the right to amend or repeal any provisions contained in theses Articles of Incorporation, or any amendment hereto, and may right conferred upon the shareholders is subject to this reservation.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 22, 1999.


Marty Wilner, as Incorporator

NOTARY CERTIFICATE

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Timothy S. Kingcade to me known to be the person described in and who executed the attached **ARTICLES OF INCORPORATION** and that they acknowledged before me that they executed the same. I relied upon the following forms of identification of the above named person(s): () Florida Drivers License () Known Personally and that an oath was not taken.

~~June~~ WITNESS my hand and official seal in the County and State aforesaid this 22 day of ~~June~~ 1999.

Seal



Notary Signature
My Commission Expires:

Timothy S. Kingcade
My Commission CCI: 70170
Expires November 3, 2002

Timothy S. Kingcade
My Commission CCI: 70170
Expires November 3, 2002

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