

P99000082099



ACCOUNT NO. : 072100000032

REFERENCE : 376929 10463A

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 78.75

ORDER DATE : September 16, 1999

ORDER TIME : 10:18 AM

ORDER NO. : 376929-005

CUSTOMER NO: 10463A

CUSTOMER: Brent Wolmer - 10463a, Esq  
COHEN NORRIS SCHERER  
COHEN NORRIS SCHERER  
Suite 400  
712 U.S. Highway 1  
North Palm Bch, FL 33408-7146

4000002988694-18

DOMESTIC FILING

NAME: HO 100, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

703  
W99-21364

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 16 PM 6:18

RECEIVED  
99 SEP 16 AM 10:36  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

September 16, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: HO 100, INC.  
Ref. Number: W99000021364

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for HO 100, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Article VII states there will be TWO director(s), whereas NONE is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 699A00045654

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ARTICLES OF INCORPORATION  
OF  
HO 100, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is HO 100, Inc.

ARTICLE II - PRINCIPAL ADDRESS

215 Fifth Street, Ste. 108  
West Palm Beach, Florida 33401

and the mailing address of the corporation shall be the same.

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of filing of these Articles.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$1.00, par value, common voting stock. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 712 U.S. Highway One, Suite 400, North Palm Beach, Florida, 33408 and the name and address of the initial registered agent is Brent G. Wolmer, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida, 33408.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors.

The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Brent G. Wolmer  
712 U.S. Highway One, Suite 400  
North Palm Beach, Florida 33408

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

#### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE XII - PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article XII pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

#### ARTICLE XIII - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS


No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; 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 is fair and reasonable to the Corporation.

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

ARTICLE XIV - TERMS OF EXISTENCE

This Corporation is to exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of September, 1999.

  
\_\_\_\_\_  
Brent G. Wolmer, Incorporator

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

The following is submitted pursuant to 48.091(1) and 607.0501,  
Florida Statutes:

HO 100, Inc., desiring to organize under the  
laws of the State of Florida, being in the  
County of Palm Beach at 712 U.S. Highway One,  
Ste. 400, North Palm Beach, Florida 33408,  
has named BRENT G. WOLMER located at the same  
address, as its initial Registered Agent to  
accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of  
process for the above stated Corporation, at the initial registered  
office of the Corporation in this State as 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.

DATED this 15 day of September, 1999.



BRENT G. WOLMER

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