

1-P99000084180  
KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.

ATTORNEYS AT LAW

FILED

FIRST FT. LAUDERDALE PLACE

100 N.E. THIRD AVENUE

SUITE 280

FT. LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 522-3636

TELECOPIER (954) 522-5119

E-MAIL: www.kbsfb.com

99 SEP 20 AM 9:31

ROYAL M. BARRON  
(1945-1994)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF COUNSEL  
ROBERTA GOLDMAN  
RICHARD MORTON  
WILLIAM A. ZEHER, P.A.

2699 SOUTH BAYSHORE DRIVE

SEVENTH FLOOR

MIAMI, FLORIDA 33133

TELEPHONE (305) 856-2444

TELECOPIER (305) 285-9227

September 16, 1999

BERNARD ALLEN  
RICHARD E. BERMAN  
W. TODD BOYD  
CHARLES D. BRECKER  
DAVID S. DROBNER  
ERICA L. ENGLISH  
ALEX ESPENKOTTER  
MARC L. FAUST  
HOWARD L. FRIEDBERG  
ROBERT C. GRADY  
RICHARD B. IVANS  
MICHAEL D. KATZ  
MICHAEL I. KEAN  
ADAM J. LAMB  
JILL D. LEVY  
JANICE MALCOLM-BEEKER  
MICHELE L. McNICHOL  
ANTHONY H. PELLE  
MONICA REY-MORAN  
JOSE R. RIGUERA  
CHARLES D. ROBBINS  
WILLIAM D. ROHRER  
JOHN R. SQUITERO  
WILLIAM R. TRUEBA, JR.

Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

000002891230--0  
-09/20/99--01092--017  
\*\*\*\*122.50 \*\*\*\*\*78.75

Attention: Corporate Filing Section

Re: Neal Freeman Enterprises, Inc., a Florida corporation

Dear Sir/Madam:

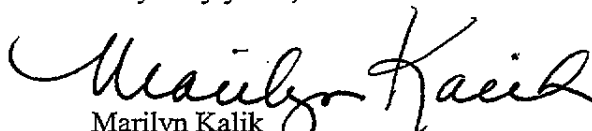
Enclosed please find Original and One (1) Copy of Articles of Incorporation for the above named corporation, together with check in the sum of \$122.50. Kindly proceed to file same with the Secretary of State's office.

After the foregoing has been completed, kindly return *one (1) certified copy* of the Articles of Incorporation to this office.

In addition, please acknowledge your receipt of the attached document by stamping a copy of this letter "filed" and returning same in the stamped, self-addressed, envelope provided for your convenience.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

  
Marilyn Kalik  
Secretary to Charles D. Brecker, Esq.

/mk  
encls.

PH 9/23/99 ✓

ARTICLES OF INCORPORATION  
OF  
NEAL FREEMAN ENTERPRISES, INC.

FILED  
99 SEP 20 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: NEAL FREEMAN ENTERPRISES, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office address of this corporation is: 3802 N.E. 207th Street, #1004,  
Aventura, Florida 33180.

ARTICLE III - BEGINNING OF CORPORATION EXISTENCE

The existence of this corporation shall commence on the filing of these Articles of  
Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

The general nature of the business or businesses to be transacted by the  
corporation is as follows: The transaction of any or all lawful business for which  
corporations may be incorporated under Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have  
outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par  
value.

All the aforementioned stock is to be issued as fully paid for and exempt from  
assessment.

The capital stock may be paid for in money, property, labor or services, at a just

valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

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

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
NEAL FREEMAN	3802 N.E. 207th Street, #1004 Aventura, Florida 33180

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Director of this corporation shall be NEAL FREEMAN, whose address is 3802 N.E. 207th Street, #1004, Aventura, Florida 33180, who shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

#### ARTICLE VIII - INCORPORATOR

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

NEAL FREEMAN  
3802 N.E. 207th Street, #1004  
Aventura, Florida 33180

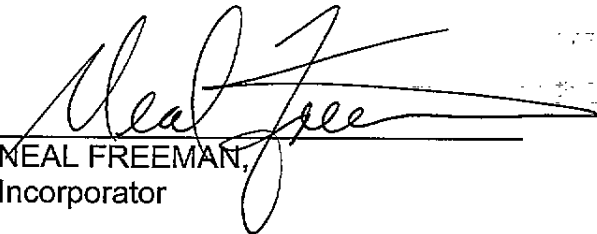
#### ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officer or Director of the Corporation and each person who serves

at the request of the Corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of SEPTEMBER 1999.

  
NEAL FREEMAN,  
Incorporator

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF BROWARD            )

BEFORE ME, the undersigned authority, on this 9<sup>th</sup> day of September, 1999, personally appeared NEAL FREEMAN, well known by me to be the person described in the foregoing Articles of Incorporation, and who acknowledged, executed and subscribed before me to the same for the purposes therein expressed.

  
NOTARY PUBLIC



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

In compliance with sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

First--that NEAL FREEMAN ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Aventura, State of Florida, has named NEAL FREEMAN, whose address is: 3802 N.E. 207th Street, #1004, Aventura, Florida 33180, as its agent to accept service of process within Florida.

By: \_\_\_\_\_

Neal Freeman  
Incorporator

Date: SEPTEMBER 9, 1999

FILED  
99 SEP 20 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, NEAL FREEMAN hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

\_\_\_\_\_  
NEAL FREEMAN,  
Registered Agent

Date: SEPTEMBER 9, 1999