Division of Corporations

https://ccfss1.dos.state.fl.us/scripts/efilcovr.exe

P990000 88151

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000025076 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
     Account Name    : INCORPORATE USA
     Account Number  : I19990000065
     Phone           : (727)784-1458
     Fax Number      : (727)781-6566
```

FILED
99 OCT -6 AM 9:53
SECRETARY OF STATE
TALLAHASSE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

POOCH OMORES & ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	$70.00

N. Culligan OCT 6 - 1999

H99000025076 3

ARTICLES OF INCORPORATION

OF

POOCH OMORES & ASSOCIATES, INC

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby for a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **POOCH OMORES & ASSOCIATES, INC**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is ONE OCEAN DRIVE, MIAMI BEACH, FLORIDA 33139 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

JOHN F. MARTIN
3150 SANDY RIDGE DR.
CLEARWATER, FLORIDA 33761

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be THOMAS PUCCIO whose address shall be the same as the principal office of the Corporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 OCT -6 AM 9: 53
FILED

H99000025076 3

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1   The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** Shares of common stock, each share having the par value of ONE DOLLAR ($1.00).

6.2   No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3   The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized , or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4   The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1   The shareholders of this Corporation may elect and , if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2   After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an   S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3   Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

H99000025076 3

> The shares of stock represented by this certificate cannot
> be transferred if such transfer would void the election of
> The Corporation to be taxed under Sub-chapter S of the
> Internal Revenue Code of 1986, as amended."

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is the office of FINANCIAL FOUNDATIONS, INC. , 3150 SANDY RIDGE DRIVE, CLEARWATER, FLORIDA 33761 . The name and address of the registered agent of this Corporation is FINANCIAL FOUNDATIONS, INC. , doing business at 3150 SANDY RIDGE DRIVE , CLEARWATER, FLORIDA 33761 .

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

H99000025076 3

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State , State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5 th   day of October, 1999 .

JOHN F. MARTIN

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FINANCIAL FOUNDATIONS, INC. ., doing business in the State of Florida, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Financial Foundations, Inc.,
IN THE STATE OF FLORIDA
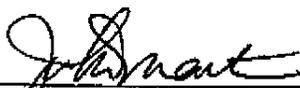
BY: _____
JOHN F. MARTIN, PRESIDENT
For Financial Foundations, Inc.

FILED 99 OCT -6 AM 9:53 SECRETARY OF STATE TALLAHASSEE, FLORIDA