

P00000053480

ATTORNEYS TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

00 JUN -2 PM 12: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- ABC SAFETY CONSULTANTS INC

2-

3-

4-

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait Photocopy

Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/> Profit
<input type="checkbox"/> Non-Profit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS

<input type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

OTHER FILINGS

<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

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*****70.00 *****70.00

RECEIVED
00 JUN -2 AM 10: 50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

RW
6/2

ARTICLES OF INCORPORATION

OF

ABC SAFETY CONSULTANTS, INC.,

a Florida corporation

Article I

Name

The name of the corporation is ABC SAFETY CONSULTANTS, INC.

Article II

Duration

This corporation shall have a perpetual existence.

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 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address and the principal place of business of this corporation is 13301 S.W. 124th Street, Miami, Florida 33186. The initial registered office of the corporation shall be 13301 S.W. 124th Street, Miami, Florida 33186 and the name of the initial registered agent of this corporation at the address is John S. Micali.

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Article VI
Initial Board of Directors

This corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

<u>Name</u>	<u>Address</u>
John S. Micali	13301 S.W. 124 th Street Miami, FL 33186
Michael Rosenberg	13301 S.W. 124 th Street Miami, FL 33186

Article VII
Officers

The following individuals be and are elected by the director to the offices set forth opposite their names, to serve until their successors are duly elected, qualified and seated:

<u>Name</u>	<u>Office</u>
John S. Micali	President/Treasurer
Michael Rosenberg	Vice-President/Secretary

Article VIII
Incorporators

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

<u>Name</u>	<u>Address</u>
Mariano Garcia, Esquire	1801 Centrepark Dr. East Suite 200 West Palm Beach, FL 33401

Article IX
Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification 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 and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

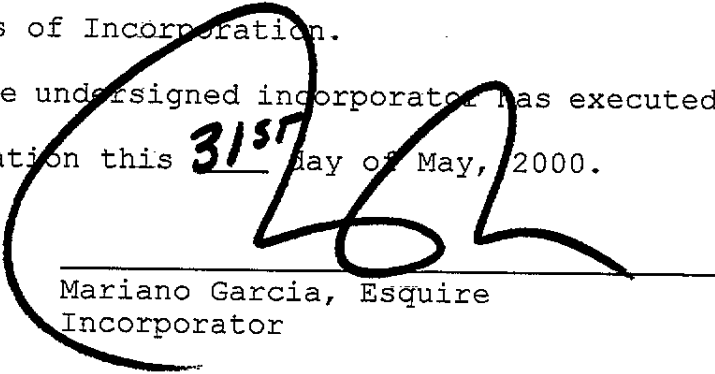
Article XII
Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII
Beginning of Corporate Existence

The date when the corporation shall commence shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of May, 2000.

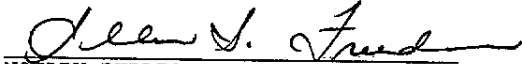


Mariano Garcia, Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mariano Garcia, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of May, 2000.



NOTARY PUBLIC
Printed Name of Notary: _____
Commission No.: _____
Commission Expiration: _____

(NOTARIAL SEAL)



Ellen S. Freedman
MY COMMISSION # CC680250 EXPIRES
October 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: --

ABC SAFETY CONSULTANTS, INC.

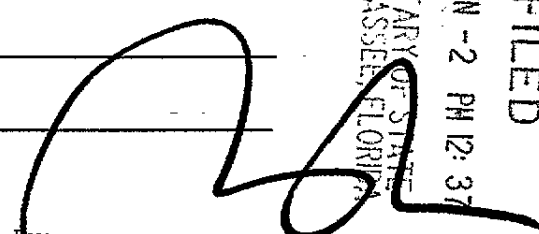
2. The name and address of the registered agent and office is:

JOHN S. MICALI
(NAME)

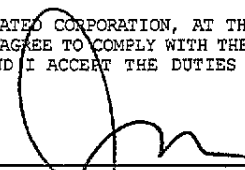
13301 S.W. 124th Street
(STREET ADDRESS)

Miami, FL 33186
(CITY/STATE/ZIP)

FILED
00 JUN -2 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: 
Mariano Garcia
TITLE Incorporator
DATE May 22, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



JOHN S. MICALI
DATE 5/27/00