

TRANSCO SOURS ACCOUNT NO. : 07210000032

REFERENCE: 956134

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: May 16, 1996

ORDER TIME 10:31 AM

ORDER NO. : 956134

100001824671

CUSTOMER NO: 10233A

CUSTOMER: Lawrence F. Michelson, Esq

LAWRENCE F. MICHELSON, ESQ.

Suite 300

4601 Ponce De Leon Boulevard

Coral Gables, FL 33146

DOMESTIC FILING

NAME:

BOONE DELEON MASS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION

_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

2250-502612 wale - 10469



rivation in the contractions

98 Jun 17 Phys: 50

FLORIDA DEPARTMENT OF STATE Sundra B. Mortham Secretary of State

May 16, 1996

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301-2607

SUBJECT: BOONE DELEON MASS, INC.

Ref. Number: W96000010469

resultmit

We have received your document for BOONE DELEON MASS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden Document Specialist

Letter Number: 596A00024456

ARTICLES OF INCORPORATION

SECONTARY OF STARE DIVIGINAL FOR STARE

OF

96 JUNE 7 - CH 12: 53

BOONE DELEON MASS, INC.

The undersigned incorporator of these Articles of Incorporation, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: BOONE DELEON MASS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having par value of One (\$1.00) Dollar per share.

Shares may be issued only for consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. <u>TERM OF EXISTENCE</u>.

This Corporation shall have a perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED, MAILING AND PRINCIPAL OFFICE.

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be:

Maria Madruga 4929 SW 74th Court Miami, Fl. 33155

The Board of Directors may, from time to time, move the Registered

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and her street address is:

Maria Madruga 4929 SW 74th Court Miami, Fl. 33155

ARTICLE VIII. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the individual or individuals contracting with this Corporation.

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. INITIAL INCORPORATOR.

The name of the initial incorporator of the Corporation and his street address is:

Maria Madruga 4929 SW 74th Court Miami, Fl. 33155

State of Florida

My commission expires:

OFFICIAL NOTARY SEAL JEANNETTE PEREZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC427524 MY COMMISSION EXP. DEC. 19,1998

December 19,1998

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

Pursuant to Sections 48.091 and 607.501, Florida Statutes, the following is submitted in compliance with said Sections:

That BOONE DELEON MASS, INC., desiring to organize under the laws of the State of Florida, has named Maria Madruga, located at 4929 SW 74th Court, Miami, Fl. 33155, County of Dade, State of Florida, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to act as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, Maria Madruga agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Maria Madruga

LAWRENCE F. MICHELSON, P.A.

ATTORNEY AT LAW

4001 PONCE DE LEON BLVD. BUITE 300 CORAL GABLES, FLORIDA 33140

100 ARD CERTIFIED TAX ATTORNEY 1996 6000 514 66

TELEPHONE: (308) 008-0080 TELEFAX: (308) 003-0012

Via Federal Express #: 0640621041

PERSONAL & CONFIDENTIAL

Ms. Louise Jackson c/o Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

100001904051 -07/25/96--01092--008 ****122.50 ****122.50

RE: FILING OF ARTICLES OF MERGER BOONE DE LEON MASS, INC.

Dear Louise,

It was a pleasure speaking with you. Pursuant to our telephone conversation I am enclosing a copy of the Certificate of Merger, Articles of Merger and Plan of Merger which was filed with the State of Texas on July 18, 1996. This is for filing with your office. As you requested, I am also enclosing an affidavit attesting to the fact that the only original copy was filed with the State of Texas and the only item I received in return was their Certificate of Merger.

I have enclosed my firm's check in the amount of \$122.50 representing the filing fee of \$13.00 for each corporation plus a fee of \$52.50 for the certificate.

I have enclosed a self addressed pre-paid Federal Express package (tracking number 0640621030) for your oreturn the document in.

Louise, thank you very much for your help. If you have any further questions please do not he sitate to contact me.

Very truly yours,

Lawrence F. Michelson

LFM/jt

enclosures

RAGENT 52.50

CUS_

OVERPAYMENT TOTAL 122

Merger

NET

P96000051406

ARTICLES OF MERGER Merger Sheet

MERGING:

BOONE DELEON MASS, INC., a Texas corporation (not qualified to transact business in Florida)

INTO

BOONE DELEON MASS, INC., a Florida corporation, P96000051406

File date: July 24, 1996

Corporate Specialist: Louise Flemming-Jackson

FILED 96 JUL 24 PH 2: 43 SECRETARY OF STATE TALLAHASSEE, FLORIDA

AFFIDAVIT

State of Florida)
)ss
County of Dade)

BEFORE ME, THE UNDERSIGNED AUTHORITY, authorized to administer oaths and take acknowledgements, personally appeared Lawrence F. Michelson, after being first duly sworn upon oath and known to me personally, deposes and says:

- 1. That I am an attorney licensed to practice in Florida.
- 2. That I prepared Articles of Merger and the Plan of Merger for BOONE DELEON MASS, INC., a Texas corporation into BOONE DELEON MASS, INC., a Florida corporation.
- 3. That I filed the only original documents with the Secretary of State of Texas and they issued a Certificate of Merger.

FURTHER AFFIANT SAYETH NAUGHT!

WITNESSES:

LAWRENCE F. MICHELSON

Sworn to and subscribed to before me by I

Sworn to and subscribed to before me by LAWRENCE F. MICHELSON personally known to me this 23 day of $J_{\mu}/4$, 1996.

My Commission Expires:

NOTARY PUBLIC State of Florida

MA COMMISSION EXIS DECT 12/1609

MOLVELA BEEN 12/160 CC612010

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ABIVE 115 OB ETORIDV

ABIVE 12/1609

OFFICIAL NOTARY SEAL
MARIA ARIAS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC515040
MY COMMISSION EXP. DEC. 15,1999



FILED

96 JUL 24 PM 2: 43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

BOONE DELEON MASS, INC.

a Texas corporation

with

BOONE DELEON MASS, INC.

a Florida no permit corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Dated

July 18, 1996.

Effective

July 18, 1996



Cost

Antonio O. Garza, Jr. Secretary of State

FILED

Service of the service

ARTICLES OF MERGER

In the Office of the Secretary of State of Texas

96 JUL 24 PH 2: 43

OF

JUL 1 8 1996

SECRETARY OF STANDAE DELEON MASS, INC., A TEXAS CORPORATION, TALLAHASSEE, FLORIDA CORPO

CORPORATIONS SECTION

INTO

BOONE DELEON MASS, INC., A FLORIDA CORPORATION

Pursuant to the provisions of the TEXAS Corporation Act, the undersigned corporations adopt the following Articles of Merger and set forth:

- 1. BOONE DELEON MASS, INC., a TEXAS corporation, being validly and legally formed under the laws of the State of TEXAS and BOONE DELEON MASS, INC., FLORIDA corporation, being validly and legally formed under the laws of the State of FLORIDA, have adopted an Agraement of Merger and Plan of Reorganization.
- 2. The name of the surviving corporation is: "BOONE DELEON MASS, INC.", a FLORIDA corporation.
- 3. The Agreement of Merger and Plan of Reorganization of the undersigned corporations was adopted pursuant to Article 5 of the Business Corporations Act of the TEXAS Statutes.
- 4. The Agreement of Merger and Plan of Reorganization will become effective upon the filing of these Articles of Merger with the Secretary of State.
- 5. No. changes in the Articles of Incorporation of the surviving corporation has been made.
- 6. The Agreement of Merger and Plan of Reorganization was adopted and approved unanimously by all the Shareholders of BOONE DELEON MASS, INC., a TEXAS corporation, on June 18, 1996. There are 750 shares outstanding.
- 7. The Agreement of Merger and Plan of Reorganization was adopted and approved unanimously by all the Shareholders of BOONE DELEON MASS, outstanding.
- 8. A copy of the Agreement of Merger and Plan of Reorganization of BOONE DELEON MASS, INC., a TEXAS corporation into BOONE DELEON MASS, INC., a FLORIDA corporation is attached hereto, marked Exhibit "A" and is hereby incorporated by reference.
- 9. The Agreement of Merger and Plan of Reorganization was duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

Articles of Merger as of the	ned officers executed the foregoin
1996.	BOONE DELEON MASS, INC., A TEXAS CORPORATION
By: Attach Maria M. Madruga Secretary	By: Leb De Leon, (r)
CMAME ON MEVAG	v
COUNTY OF HAWS SS:	
O A : O D A	
the County and State aforesaid	, a Notary Public in and for
appeared Leo De Leon, Jr., known	DO HEREBY CERTIFY that personally to me or who did produce
as identification, to be the pers	on whose name is subscribed to the
foregoing instrument, appeared	before me this day in person and
swore to and acknowledged that he	Signed, sealed and delivered the
said instrument in the capacit	ties indicated as his free and
voluntary act for the uses and p	urposes therein set forth.
GIVEN under my hand and not County, TEXAS, this 200 day of	tarial seal at 1996.
	Patricial Monie
	Notary Public
My commission expires:	State of Texas
	The state of the s
	Patricia L. Morris
	Notary Public STATE OF TEXAS
STATE OF FLORIDA)	My Comm. Esp. 3-30-98
COUNTY OF Decles) SS:	m) outline Esp. 3-30-30
the County and State aforesaid Do	de la valoria punta de la como de
the County and State aforesaid Do	O HEREBY CERTIFY that never all u
appeared Maria M. Madruga Known T	O Me or who did produce 💉 Da. ()
as identification, to be the person	n whose name is subscribed to the

foregoing instrument, appeared before me this day in person and

swore to and acknowledged that she signed, sealed and delivered the said instrument in the capacities indicated as her free and voluntary act for the uses and purposes therein set forth.

County, Florida, this day	of July 1996.
NOTARY PUBLICS	Notary Public State of Florida FMICHELSON TATE OF FLORIDA NO. CC544531 EXP. APR. 15.2000
IN WITNESS WHEREOF, the undersign Articles of Merger as of the 1996.	ned officers executed the foregoing
By: Maria M. Madruga Secretary	BOONE DELEON MASS, INC., A FLORIDA CORPORATION By: Leo De Leoh, Un., President
appeared Leo De Leon, Jr., known as identification, to be the pers foregoing instrument, appeared	urposes therein set forth.
My commission expires:	Notary Public State of Texas Patricia L. Morris Notary Public STATE OF TEXAS

му Сотт. Exp. 3-30-98

STATE OF FLORIDA COUNTY OF PARSE

I, Lawrence Finichuls , a Notary Public in and for the County and State aforesaid DO HEREBY CERTIFY that personally appeared Maria M. Madruga known to me or who did produce F. DA. CIC. as identification, to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and swore to and acknowledged that she signed, sealed and delivered the said instrument in the capacities indicated as her free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal at 1976.14, County, Florida, this 7 day of 1996.

My commission expires:

State of Florida

OFFICIAL NOTARY SEAL LAWRENCE F MICHELSON NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC544531 MY COMMISSION EXP. APR. 15,2000

PLAN AND AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This is a Plan and Agreement of Merger and Plan of Reorganization dated June 18, 1996 by and between BOONE DELEON MASS, INC., a TEXAS corporation (hereinafter called "Old") and BOONE DELEON MASS, INC., a FLORIDA corporation (hereinafter called "New").

WHEREAS:

- 1. The Boards of Directors of New and Old have resolved that Old be merged pursuant to the laws under the Texas Business Corporation Act of the State of TEXAS and the Business Corporation Laws of FLORIDA into a single corporation existing under the laws of the State of FLORIDA, to wit, New, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
- 2. The authorized capital stock of Old consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Old Common Stock"), of which 750 shares are issued and outstanding;
- 3. The authorized capital stock of New consists of 5,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "New Common Stock"), 75 shares of which are issued and outstanding; and
- 4. The respective Boards of Directors of Old and New have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Texas Business Corporation Act of the State of TEXAS and the Business Corporation Laws of FLORIDA that Old shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of FLORIDA, to wit, New, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

- 1.1 Old Stockholders' Meeting. Old shall call a meeting of its stockholders to be held in accordance with the Texas Business Corporation Act of the State of TEXAS at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.
- 1.2 Action by Old as Sole Stockholder of New. On or before June 18, 1996, Old, as sole stockholder of New, shall adopt this Agreement in accordance with the Texas Business Corporation Act and Laws of the State of Texas.
- 1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of Old in accordance with the Texas Business Corporation Act of the State of TEXAS, (b) this Agreement has been adopted by the sole stockholder of New, in accordance with the Business Corporation Laws of the State of FLORIDA, and (c) this Agreement

is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions thereof, then a Certificate of Merger shall be filed and recorded in accordance with the Business Corporation Law of the State of FLORIDA and Articles of Merger shall be filed in accordance with the Texas Business Corporation Act of TEXAS. Such findings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in TEXAS, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Old shall cease, and Old shall be merged into New which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Old; and all and singular, rights, privileges, powers, and franchises of Old, and all property, real, personal, and mixed, and all debts due to Old on whatever account, as well as stock subscriptions and all other things in action or belonging to Old, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Old, and the title to any real estate vested by deed or otherwise, under the laws of FLORIDA and TEXAS or any other jurisdiction, in Old, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Old shall be preserved unimpaired, and all debts, liabilities, and duties of Old shall thereforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been

incurred or contracted by it... At any time, or from time to time, after the Effective Date, the last acting officers of Old or the corresponding officers of the Surviving Corporation, may, in the name of Old, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Old's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

- 2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be: BOONE DELEON MASS, INC..
- 2.2 <u>Certificate of Incorporation</u>. The Certificate (Articles) of Incorporation of New as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate (Articles) of Incorporation of the Surviving Corporation until changed or amended as provided by the law.
- 2.3 By-Laws. The By-Laws of New, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of

Old and the nature and amount of securities of New which the holders of shares of Old Common Stock are to receive in exchange for such shares are as follows:

- 3.1 Old Common Stock. Each one share of Old Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of New Common Stock, and outstanding certificates representing shares of Old Common Stock shall thereafter represent shares of New Common Stock. Such certificates may, but need to be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.
- 3.2 New Common Stock Held by Old. All issued and outstanding shares of New Common Stock held by Old immediately before the Effective Date shall, by virtue of the Merger and the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. <u>Miscellaneous</u>

- 4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan and Agreement of Merger by shareholders of Old, if the Board of Directors of Old or the Surviving Corporation duly adopt a resolution abandoning this Plan and Agreement of Merger.
 - 4.2 For the convenience of the parties hereto and to facilitate the

filing of this Plan and Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by BOONE DELEON MASS, INC., a Texas Corporation and BOONE DELEON MASS, INC., a Florida Corporation, all on the date first above written.

ATTEST:

Bv:

Maria M. Madruga

Secretary

BOONE DELEON MASS, INC.

a Texas Corporation

BV: // DA AND CHE

Leo De Leon, Jr. President

De Jeon, Jr. VI

ATTEST:

Rv.

Maria M. Madruga

Secretary

BOONE DELEON MASS, INC. a Florida Corporation

av. C

VAU V X V

President

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