M51847

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REGISTERED AGENT
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COMPORATION NAME

( ) Amendment ( ) Merger

( ) Dissolution ( ) Alien Business Organization

( ) Change of Registered Agent

( ) Photo Copy ( ) Certificate Under Seal

( ) Walk In ( ) Pick Up ( ) Mail Out

Monday

ARTICLES OF INCORPORATION

OF

SILVER DELIVERY, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State Florida.

ARTICLE I NAME

The name of this corporation is:

SILVER DELIVERY, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

Any activity or business permitted under the laws of

The United States of America and the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) shares of common stock having a par value of Ten ($10.00) Dollars per share.

ARTICLE IV INITIAL STOCK

The amount of capital with which this corporation will begin business is:

Five Hundred ($500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is Suite 300 Rochester Building, 8190 N. W. 53rd. Street, Miami, Florida (Dade County) Zip Code is 33166. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) director initially, and never more than twelve (12) directors. 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 VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

PRESIDENT/SECRETARY/DIRECTOR: PETER SILVER
6525 S.W. 25th Avenue
Miami, Florida 33143

ARTICLE IX - SUBSCRIBERS

The names and post office address of the subscribers to these Articles of Incorporation are:

RICHARD H. AUSTIN
Suite 300, Rochester Building
8390 N. W. 53rd Street
Miami, Florida 33166

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.

The initial By-Laws of this corporation shall be adopted by the Directors. The By-Laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or repeal any By-Laws adopted by the Stockholders.

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, by By-Laws provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his, or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any transaction which would otherwise be valid under the common and statutory law applicable.

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XI

The corporation shall indemnify any director, officer or employee or any former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defence of any action, suit or proceeding in which he is made a party by reason of being or having been such a director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was in the interests of the corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification or reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any By-Law agreement, vote of shareholders, or otherwise.

ARTICLE XII - RESIDENT AGENT

The Resident Agent to accept service of process on behalf of the corporation shall be:

RICHARD B. AUSTIN
Suite 300, Rochester Building
8350 N. W. 53rd Street
Miami, Florida 33166

ACCEPTED AND CONSENTED TO:

ARTICLE XIII - REGISTERED OFFICE AGENT

The street address of the corporation's initial registered office and the name of its initial resident agent at such address is:

RICHARD B. AUSTIN
Suite 300, Rochester Building
8350 N. W. 53rd Street
Miami, Florida 33166

ARTICLE XIV - AMENDMENTS

The Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder meeting by three-fourths of the votes entitled to vote thereon.

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared RICHARD R. AUSTIN, to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation, and he (they) acknowledged before me that he (they) subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 7th day of May, 19[illegible].

(SEAL)
Notary Public
State of Florida at Large
My Commission expires: [illegible]

M51847

LAW OFFICES OF

Richard B. Austin

January 27, 1988

CERT/PHOTO COPY	70.00
PAYMENT	70.00
TOTAL	70.00

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Silver Delivery, Inc.

Dear Sir:

Enclosed herewith please find the original and one copy of the Amendment to the Articles of Incorporation of Silver Delivery, Inc. changing the name as follows:

HARPERS EXPRESS, INC.

I also enclose my law account check No. 16453 in the amount of 70.00 and payable to the order of the Secretary of State to cover the filing fees, certificates, etc.

I further enclose a stamped, self-addressed envelope for the convenience of your office in returning same to me at the address listed above.

Very truly yours,

RICHARD B. AUSTIN
RBA/jr
Enclosures

TLL
TLL
TLL

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF SILVER DELIVERY, INC.

TO: DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA 32304

PURSUANT to the provisions of §607.187, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Silver Delivery, Inc.

2. The following amendment of the articles of incorporation was adopted by the shareholders of the corporation on January 20, 1988, in the manner prescribed by the Florida General Corporation Act:

ARTICLE I NAME

The name of this corporation is:

Harpers Express, Inc.

3. The number of shares of the corporation outstanding at the time of such adoption was ten; and the number of shares entitled to vote thereon was ten.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

COMMON TEN (10)

5. The number of shares voted for such amendment was ten; and the number of shares voted against such amendment was zero.

DATE: January 27, 1988.

SILVER DELIVERY, INC.

by Peter Silver
PETER SILVER, President

ATTEST:

Peter Silver
PETER SILVER, Secretary

STATE OF FLORIDA

COUNTY OF FLORIDA

Before me, the undersigned authority, personally appeared Peter Silver, President and Secretary of Silver Delivery, Inc., and he acknowledged before me that he had executed the above and foregoing Amendment to the Articles of Incorporation this 27th day of January, 1988.

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST.

CORPORATION

ANNUAL REPORT

1988

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

M51847

SILVER DELIVERY, INC.
C/O RICHARD B. AUSTIN
8390 N.W. 53RD ST., S-300
MIAMI, FL 33166

Street Address (*)

P.O. Box No. (*)

City and State (*)

Zip Code (*)

Date Incorporated or Qualified to Do Business in Florida: 09/08/1987

Name of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
BROOKS, MICHAEL	P/S/D	11000 N.W. 32nd Ave.	Miami, FL.

Brooks, Michael appointed president as of 1/28/88.
Silver, Peter resigned as president as of 1/28/88.

Name and Address of Current Registered Agent

AUSTIN, RICHARD B.
8390 N.W. 53RD ST.
S-300
MIAMI, FL 33166

Name (*)

Street Address (Do NOT Use P.O. Box Number) (*)

Street Address (Do NOT Use P.O. Box Number) (*)

City and State (*) FL

Zip Code (*)

Registered Agent Acknowledgment

Date

Signature of Officer or Director

Date: June 16, 1988

MICHAEL BROOKS President (305) 592-0036

FILE NOW: ANNUAL REPORT DELINQUENT AFTER JULY 1ST

1989

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ZIP + 4

R1 1987 5
[illegible] INC.
C/O MICHAEL H. AUSTIN
[illegible] 33RD ST., S-[illegible]
MIAMI, FL 33126-[illegible]

05/05/1987

S/O	HICKS, MICHAEL	11000 NW 33RD AVENUE	MIAMI, FL

REGISTERED AGENT INFORMATION

AUSTIN, RICHARD B.
[illegible] N.W. 33RD ST.
S-1
MIAMI, FL 33126

FL

[illegible] 6, 1989

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ZIP + 4 PRESORT

HARPERS EXPRESS, INC.
C/O RICHARD B. AUSTIN
8390 N.W. 53RD ST., S-300
MIAMI, FL 33166-4668

05/08/1987 65-0067514

S/D BROOKS, MICHAEL

[redacted]
21133 N.E. 23rd Court

MIAMI, FL
North Miami, Florida

AUSTIN, RICHARD B.
8390 N.W. 53RD ST.
S-300
MIAMI, FL 33166

FL

Michael Brooks Director 592-0036