

700000010286

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

AW OFFICES
ABRAMS ANTON, P.A.

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500
FAX: (954) 925-7013

ONE BOCA PLACE - SUITE 411E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY
(561) 994-2212

(561) 994-2772

FAX: (561) 997-8494

NORTH BROWARD (954) 428-9800

MIAMI (305) 940-8440

PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:

ATI2-0001

January 21, 2000

700003108587-4
-01/24/00--01116--026
*****78.75 *****78.75

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Alan-Tracy, Inc. name change to Triarch International, Inc.
Triarch Industries, Inc.

Dear Sir/Madam:

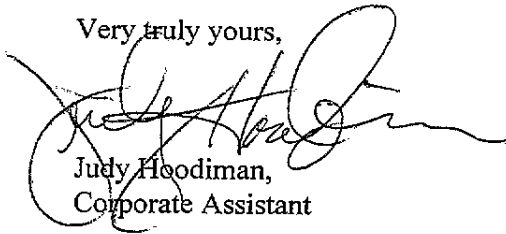
Enclosed are the original and one copy of Articles of Incorporation for Triarch Industries, Inc., together with a check in the amount of \$78.75, which represents the filing fee and certified copy.

Also enclosed are the original and one copy of Articles of Amendment for Alan-Tracy, Inc., together with a check in the amount of \$43.75, which represents the filing fee and certified copy.

Please immediately file the enclosed Articles of Incorporation and Amendment and return the certified copies to the undersigned.

If you have any questions, or need any additional information, please call.

Very truly yours,


Judy Hoodiman,
Corporate Assistant

jah\399090
Enclosures

FILED
00 JAN 24 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ESTABLISHED IN 1947

† BROWN JAN 31 2000

ARTICLES OF INCORPORATION
OF
TRIARCH INDUSTRIES, INC.

FILED
00 JAN 24 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be TRIARCH INDUSTRIES, INC.

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 1190 N.W. 159th Drive, Miami, Florida 33169.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: Gene K. Glasser, 2021 Tyler Street, Hollywood, Florida 33020.

ARTICLE VII

DIRECTORS: The corporation shall have three (3) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial Directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Bernard Rogover	7216 NW 48th Court Lauderhill, Florida
Howard Rogover	4811 Sarazen Drive Hollywood, Florida
Elaine Rogover	7216 NW 48th Court Lauderhill, Florida

ARTICLE IX

INCORPORATOR: The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Triarch International, Inc., a Florida corporation	1190 N.W. 159th Drive Miami, Florida 33169

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the

request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by Florida law the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

PREEMPTIVE RIGHTS: The corporation provides each of its shareholders with all preemptive rights provided by Florida law.

ARTICLE XII

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XIII

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 shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 14th day of JANUARY, 2000.

TRIARCH INTERNATIONAL, INC.

By: 

Bernard Rogover, President

FILED
00 JAN 24 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for TRIARCH INDUSTRIES, INC. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: Jan 21, 2000.



GENE K. GLASSER