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ARTICLES OF INCORPORATION

FOR

UNITED MAINTENANCE & PROTECTION SERVICES,  
INC

430 N.W. 183 TERRACE  
MIAMI, FLORIDA 33169

FILED  
00 FEB - 1 PM 3:59  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

This portion can be removed for recipient's records.

1/31/00

FedEx Tracking Number

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Mr's Daniel V. Francois

Phone 305 635-5555

Company BEST JANITORIAL CHEMICAL

Address 3290 NW 29TH ST

Dept./Floor/Suite/Room

MIAMI

State FL

Zip 33142

Internal Billing Reference

**ARTICLES OF INCORPORATION**  
**OF**  
**UNITED MAINTENANCE & PROTECTION SERVICES, INC.**

00 FEB -1 PM 3:59  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - Name**

The name of the corporation shall be:

**UNITED MAINTENANCE & PROTECTION SERVICES, INC.**

**ARTICLE II - Duration**

The corporation shall exist in perpetuity.

**ARTICLE III - Purpose**

The general purpose for which the corporation is organized is any and all forms of legitimate businesses allowable under the laws of the United States and of the State of Florida.

**ARTICLE IV - Capital Stock**

The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares. Said shares shall be of single class of common stock and shall have a par value of Fifty Dollars (\$50.00) per share.

**ARTICLE V - Stock Certificates**

Every holder of shares in this Corporation shall be entitled to have a certificate representing all shares of which he is entitled.

ARTICLES OF INCORPORATION OF: UNITED MAINTENANCE & PROTECTION  
SERVICES, INC. Page 2

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Certificates representing shares in this corporation shall be signed by the President and the Secretary and may be sealed with the seal of this corporation or facsimile thereof.

The Corporation shall register a stock certificate presented to it for transfer if the certificate is properly endorsed by the holder of record or by his duly authorized attorney.

If the Shareholder shall claim to have lost or destroyed a certificate of shares issued by the Corporation, a new certificate shall be issued upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed, and at the discretion of the Board of Directors, upon the deposit bond or other indemnity in such amount and with such sureties, if any, as the Board may reasonably require.

ARTICLE VI - Capitalization

The amount of capital with which the corporation will begin business is not less than One Thousand Dollars (\$1000.00).

ARTICLE VII - Further and Other Powers

The corporation shall have all of the powers given to it by the laws of the United States and of The State of Florida, now and hereafter, and any specific powers of the corporation.

ARTICLE VIII - Special Voting Provisions

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal on any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation's;

Required percentage: 72%

ARTICLES OF INCORPORATION OF: UNITED MAINTENANCE & PROTECTION  
SERVICES, INC. Page 3

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2. Sale, lease or exchange of all this Corporation's property and assets, or any property or assets of this Corporation essential to the business of this Corporation;  
Required percentage: 72%
3. Merger or consolidation of this Corporation into or with any other Corporation;  
Required percentage: 72%
4. Voluntary dissolution of this Corporation;  
Required percentage: 72%

ARTICLE IX - Board of Directors

This corporation shall have three director(s) initially. The number of directors may be increased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than three (3), not more than five(5).

ARTICLE X - Board of Directors Names

The names and post office address of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

Davos V. Francois

430 N.W. 183 Terrace  
Miami, Florida 33169

Freddy P. Calixte

430 N.W. 183 Terrace  
Miami, Florida 33169

ARTICLES OF INCORPORATION OF: UNITED MAINTENANCE & PROTECTION  
SERVICES, INC. Page 4

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Carmela Holloway

8635 N.W. 8 St # 406  
Miami, Florida 33126

OFFICERS

Davos V. Francois      President

430 N.W. 183 Terrace  
Miami, Florida 33169

Freddy P. Calixte      Treasurer

430 N.W. 183 Terrace  
Miami, Florida 33169

Carmela Holloway      Secretary

8635 N.W. 8St #406  
Miami, Florida 33126

ARTICLE XI - Subscriber

The name and address of the person(s) signing these Articles of Incorporation  
are:

Davos V. Francois

430 N.W. 183 Terrace  
Miami, Florida 33169

Freddy P. Calixte

430 N.W. 183 Terrace  
Miami, Florida 33169

Carmela Holloway

8635 N.W. 8St #406  
Miami, Florida 33126

33126ARTICLE XII - Dissolution

The corporation may be dissolved at any time by unanimous written consent of  
the shareholders. On dissolution, the corporate property and assets shall, after payment of all

ARTICLES OF INCORPORATION OF: UNITED MAINTENANCE & PROTECTION  
SERVICES, INC. Page 5

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debts of the corporation, be distributed to the shareholders, pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

ARTICLE XIII - Preemptive Rights

Every shareholder, upon issuance of any new stock of this corporation of the same kind, shall have the right to purchase his or her own pro rata share at the price at which it is offered to other.

ARTICLE XIV - Registered Agent and Registered Office

The registered agent of this corporation shall be:

Davos V. Francois

The registered office of the corporation shall be:

430 N.W. 183 Terrace  
Miami, Florida 33169

ARTICLE XV - Initial Business Address

The initial business address of the corporation shall be:

430 N.W. 183 Terrace  
Miami, Florida 33169

IN WITNESS THEREOF, the undersigned incorporators of this corporation have executed these Articles of Incorporation at the City of Miami, County of Dade, State of Florida this 27th days of January, 2000.



ARTICLES OF INCORPORATION OF: UNITED MAINTENANCE & PROTECTION  
SERVICES, INC. Page 6

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SWORN TO AND SUBSCRIBED before me this 27th days of January, 2000  
at Miami, Dade County Florida.

My Commission Expires:

**JOSE A. CHAVIANO**  
Notary Public, State of Florida  
My comm. exp. Jan. 13, 2003  
Comm. No. CC802003

*Jose A. Chaviano*  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at large

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

FIRST, that UNITED MAINTENANCE & PROTECTION SERVICES, INC.  
desiring to organize under the laws of the State of Florida, with its principal office, as  
indicated in the Articles of Incorporation in the State of Florida, has named Davos Francois,  
430 N.W. 183 Terrace Miami, Florida 33169 as its agent to accept service of process within  
this State.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED to accept service of process for the above stated  
corporation, at place designated in this certificate, I, Davos V. Francois, hereby accept to act in  
this capacity, and agree to comply with the provision of said Act relative to keeping open said  
office.

Davos V. Francois  
430 N.W. 183 Terrace  
Miami, FL 33169

By: \_\_\_\_\_



Davos V. Francois