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Examiner's Initials



### FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 27, 2000

LAZARUS CORPORATE FILING SERVICE, INC. 3320 S.W. 87TH AVE. MIAMI, FL

SUBJECT: DRS MANAGEMENT CORP.

Ref. Number: W00000008062

We have received your document for DRS MANAGEMENT CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

# Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith Document Specialist

Letter Number: 500A00016744

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### CERTIFICATE OF INCORPORATION

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

## DRS MANAGEMENT SERVICES CORP.

I, the undersigned hereby associate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

### ARTICLE I

The name of the Corporation shall be: DRS MANAGEMENT SERVICES CORP.

### ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

### ARTICLE III

The maximum number of shares of stock with a One Dollar, (\$1.00) par value that is authorized to have outstanding at any one time is Five Hundred (500) shares.

### ARTICLE IV

The amount of Capital with which this Corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

### ARTICLE V

The capital stock of this Corporation shall be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as added by the Small Business Tax Revision Act of 1958; all of the stocks and securities in lieu of cash or at a just valuation are to be determined by the Board of Directors of this Corporation.

### ARTICLE VI

This Corporation is to have perpetual existence.

### ARTICLE VII

The principal office of this Corporation shall be:

11210 N.W. 61<sup>st</sup> Street Miami, Florida 33178

### ARTICLE VIII

The number of members of the Board of Directors of this Corporation shall not be less than one person. The name and post office address of the first Board of Director, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and Acts of Legislature, shall hold office for the first year of the Corporation's existence or until successors are elected and shall be duly qualified are:

Name Address

Jorge A. Lobato President

11210 NW 61<sup>st</sup> Street Miami, Florida 33178

### ARTICLE IX

The name and post office address of each subscriber to this Certificate of Incorporation is as follows:

Name <u>Address</u>

Jorge A. Lobato

11210 NW 61<sup>st</sup> Street Miami, Florida 33178

### ARTICLE X

No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be a shareholder in this Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholder's meeting, exclusive of the stock to be sold. The shares of stock held by the stockholder proposing to sell or transfer his shares may not be voted or counted for the purpose of said meeting.

### ARTICLE XI

The Corporation shall have the further right and power to; from time to time determine whether and to what extent and at what time and places and under what conditions and regulations the accounting books of this Corporation (other than the stock books) or any of them, shall be open to the inspection of the stockholder, and no stockholder shall have the right of inspecting any account book or document of this Corporation except as conferred by statute, unless authorized by resolution of the stockholders or the Board of Directors.

### ARTICLE XII

The Corporation in its By-Laws, may confer powers upon its Board of Directors or Officers, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by Statute.

Both Stockholders and Directors shall have the power, if the By-Laws so provide, to hold their respective meetings and to have one or more Officers within and without the State of Florida, and to keep the books of this Corporation (subject to the provisions of this statute) outside the State of Florida, at such places as may, from time to time, be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereafter prescribed by Statute, and all rights conferred upon the Stockholders herein, are granted subject to this reservation.

We, the undersigned, being the only original subscriber to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring that the facts herein above stated are true and so respectively agree to abide by the Articles as herein stated.

SUBSCRIBED AT Miami-Dade County, Florida on this March, 2000.

STATE OF FLORIDA COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority personally appeared JORGE A. LOBATO, who after being first duly sworn and under oath, deposes and states that he signed the above and foregoing Certification of this day of March, 2000.

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P. Oy Fain-III.

NOTARY PUBLIC, STATE OF FLORIDA

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AT LARGE

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: DRS MANAGEMENT SERVICES CORP.
- 2. The name and address of the registered agent and office is:

ROBERT WAYNE, ESQUIRE 1225 S.W. 87<sup>TH</sup> AVENUE MIAMI, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

REGISTERED AGENZ

Date:

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