

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000039910

RPM, Inc.

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-04/20/00-01037-021
*****78.75 *****78.75

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
00 APR 20 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR 20 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SMITH APR 20 2000

W-10454

Signature

Requested by:

LS 4/20 9:21
Name Date Time

Walk-In Will Pick Up



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 20, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32302

SUBJECT: RPM, INC.
Ref. Number: W00000010454

We have received your document for RPM, INC. 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: 500A00021786

RECEIVED
00 APR 20 PM 4:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Perec, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation is: Perec, Inc.

ARTICLE II: PRINCIPAL OFFICE

The street address of the initial principal office is:

111 East Okeechobee Road
Hialeah, Florida 33010-5245

The mailing address of this Corporation is:

111 East Okeechobee Road
Hialeah, Florida 33010-5245

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Corporation is:

Harold L. Lewis, Esq.
Suite 2400, One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131

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ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Harold L. Lewis, Esq.
One Biscayne Tower, Suite 2400
2 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI: POWERS

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Florida.

ARTICLE VII: GENERAL PROVISIONS

(a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 19th day of April, 2000.



Harold L. Lewis, Incorporator

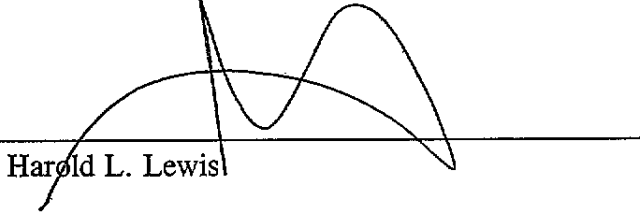
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Corporation mentioned below, 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 Perec, Inc.

2. The name and address of the registered agent and office is Harold L. Lewis, One Biscayne Tower Suite 2400, 2 South Biscayne Boulevard, Miami, Florida 33131.

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.



Harold L. Lewis

Dated: April 19, 2000

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TALLAHASSEE, FLORIDA