

P000000049885



75459 N.E. 2nd Avenue  
Miami Shores, Florida 33138

Mark J. Juanico  
Attorney at Law

Telephone (305) 754-3220  
Facsimile (305) 754-9434

May 5, 2000

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

700003246407--8  
-05/10/00-01042--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Filing of Tass Corporation  
A Florida Profit Corporation

W-12558

To Whom It May Concern:

Enclosed please find an original and one copy of the above Articles of Incorporation. Also enclosed is a check for \$78.75 to cover your filing fees. Please file the original Articles of Incorporation and return to this office a copy along with a Certificate of Incorporation in the self addressed stamped envelope provided.

If you any questions do not hesitate to contact me.

Very truly yours,

*Mark T. Juanico*  
Mark T. Juanico, Esquire

MTJ:br  
Enclosure

FILED  
00 MAY 19 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAY 22 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 15, 2000

MARK T. JUANICO ESQ.  
9445 NE 2ND AVE  
MIAMI SHORES, FL 33138

SUBJECT: TASS CORPORATION  
Ref. Number: W00000012558

We have received your document for TASS CORPORATION 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) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 200A00026991

**ARTICLES OF INCORPORATION**  
**OF**  
**TASS & ASSOCIATES CORPORATION**

**ARTICLE I**

The name of the Corporation is:

**TASS & ASSOCIATES CORPORATION**

**ARTICLE II**

The address of this Corporation is:

9545 N.E. 2nd Avenue  
Miami Shores, Florida 33138

**ARTICLE III**

This Corporation shall have perpetual existence unless otherwise dissolved by operation of law.

**ARTICLE IV**

This Corporation is organized for the purpose of sale of goods and products in the State of Florida.

1. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times or payable upon the happenings of a specified event or events, whether acquired or by mortgage, pledge, or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

2. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital

FILED  
00 MAY 19 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

stock of or any bonds, securities or evidences of indebtedness created by any other Corporation of this State or any other State or government and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

3. To enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein, jointly or in common with others, so long as the Corporation would have power to do so alone.

4. To transact any and all other lawful business within the State of Florida for which Corporations within the State of Florida are authorized, by the laws of said State and the Statutes of said State to conduct and transact.

#### ARTICLE V

This Corporation is authorized to issue ONE HUNDRED (100) shares of \$1.00 par value Common Stock.

#### ARTICLE VI

Every shareholder, upon the sale for cash or kind of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others prior to such offering to others.

With respect to sale of old or original stock, each shareholder, regardless of his/her ownership of stock holding,

shall be entitled to purchase said Shares of Stock from the selling party prior to offer to others outside of the Corporation, provided that the party holding like stock shall have the first right of refusal and the other shareholders shall be entitled to bid on the price prior to shareholders shall be entitled to bid on the price prior to offering to the public or others outside of the Corporation.

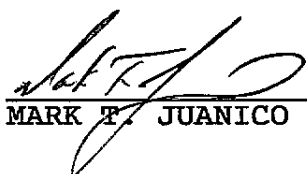
#### ARTICLE VII

The registered agent of the Corporation shall be:

MARK T. JUANICO, ESQUIRE  
9545 N.E. 2nd Avenue  
Miami Shores, Florida 33138

#### ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Registered Agent to accept service of process on the Corporation at the Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.

  
\_\_\_\_\_  
MARK T. JUANICO

#### ARTICLE VIII

This Corporation shall have TWO (2) Directors, initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but in no event shall the Board of Directors consist of less than ONE (1) member. The names and

addresses of the initial Board of Directors of this Corporation are:

Pedro A. Busch  
9545 N.E. 2nd Avenue  
Miami Shores, Florida 33138

Klara Busch  
9545 N.E. 2nd Avenue  
Miami Shores, Florida 33138

#### ARTICLE IX

The name and address of the person signing these Articles of Incorporation is:

Mark T. Juanico  
9545 N.E. 2nd Avenue  
Miami Shores, Florida 33138

#### ARTICLE X

The Board of Directors and the Shareholders shall have the exclusive power to adopt, alter, amend or repeal the By-Laws of this Corporation.

#### ARTICLE XI

The Corporation shall have all the Corporate Powers enumerated now and in the future in the Florida General Corporation Act and other applicable laws of the State of Florida.

#### ARTICLE XII

The Directors of this Corporation may take action by written consent as provided by Law and in lieu of a meeting of Directors and/or Shareholders.

#### ARTICLE XIII

This Corporation shall indemnify any and all officers or directors or principals or any former officer or director or principal of this Corporation against acts done by said officer, director or principal while acting under authority or

representation of the Corporation now or forever and to the full extent permitted by law.

#### ARTICLE XIV

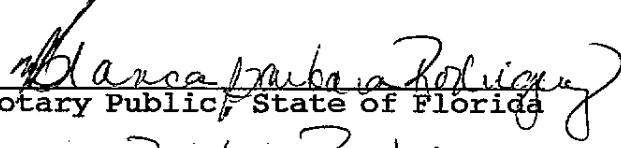
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

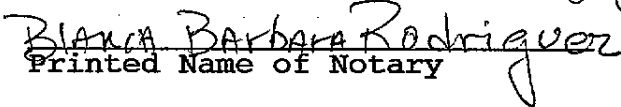
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of TASS & ASSOCIATES CORPORATION, this 17 day of May, 2000.

  
MARK T. JUANICO

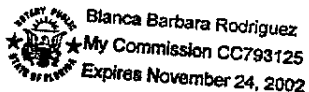
STATE OF FLORIDA:  
                                  : S.S.:  
COUNTY OF DADE       :

BEFORE ME the undersigned authority personally appeared Mark T. Juanico who is personally known to me and who acknowledged that they signed the foregoing document for the purposes described therein.

  
Notary Public, State of Florida

  
Printed Name of Notary

My Commission Expires:



TASSART.DOC