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LAW OFFICES OF
BLOOM & MINSKER
ATTORNEYS AND COUNSELORS AT LAW

1401 BRICKELL AVENUE • SUITE 700
MIAMI, FLORIDA 33131-8503

KENNETH M. BLOOM*
JOEL N. MINSKER, P.A.

*BOARD CERTIFIED IN TAXATION

TELEPHONE: (305) 371-6800
FACSIMILE: (305) 371-5760
E-MAIL: miamilaw@earthlink.net

December 1, 2000

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

Re: Disassembling Corporation
Our File No. 95117.02

FILED
00 DEC -4 AM 8:11
SEC. OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed for filing are:

1. Original and one copy of the Articles of Incorporation of Disassembling Corporation;

2. Check in the amount of \$78.75 in payment of:

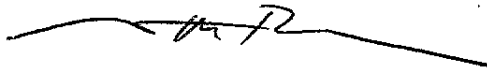
- (a) filing fees & registered agent designation - \$70.00
- (b) certified copy - \$8.75

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-12/04/00--01111--018
*****78.75 *****78.75

Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,



KENNETH M. BLOOM

KMB/do
Enclosures
cc: Thomas R. Post

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**ARTICLES OF INCORPORATION
OF
DISASSEMBLING CORPORATION**

ARTICLE I - NAME

The name of this Corporation is DISASSEMBLING CORPORATION.

**ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the Corporation is 901 N.E. 2nd Avenue,
Miami, Florida 33132.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of stock. The capital stock authorized,
the par value thereof and the characteristics of such stock shall be as follows:

10,000 shares of common stock - par value One Dollar (\$1.00).
5,000 shares shall be voting shares, and 5,000 shares shall be non-
voting shares. There shall be no more than 75 shareholders at any
one time. All shares of stock shall be appropriately designated at
time of issuance, as voting or non-voting shares.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at 1401 Brickell Avenue, Suite 700, Miami, Florida

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TALLAHASSEE, FLORIDA

33131. The name of the initial registered agent of this Corporation at that address is Kenneth M. Bloom. Said registered agent is familiar with and accepts the obligations of that position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Kenneth M. Bloom, 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES F. COURBIER	2177 Tigertail Avenue Miami, Florida 33133
THOMAS R. POST	901 N.E. 2 nd Avenue Miami, Florida 33132

ARTICLE VII - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE

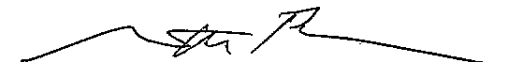
This Corporation shall commence to exist on the date of subscription to these Articles if

filed within five (5) days with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of December, 2000.


KENNETH M. BLOOM
INCORPORATOR

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

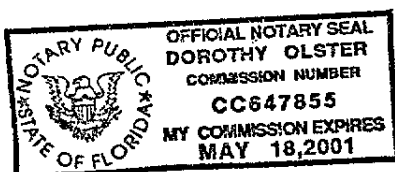
The foregoing instrument was acknowledged before me this 1st day of December, 2000 by KENNETH M. BLOOM, Incorporator, who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida this 1st day of December, 2000.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

Printed Name: DOROTHY OLSTER



**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

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00 DEC -4 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISASSEMBLING CORPORATION, having appointed the undersigned as its Registered Agent and Kenneth M. Bloom, as its registered officer, the undersigned hereby accepts said appointment and agrees to act in said capacity.


KENNETH M. BLOOM