

PO1000039514

TRANSMITTAL LETTER

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

SUBJECT: Roger B Tomas Corp
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200004016372--5
-04/18/01--01082--006
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Roger B Tomas
Name (Printed or typed)

8136 SW 152 PL
Address

Miami FL 33193
City, State & Zip

Daytime Telephone number

01 APR 18 PM 1:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

g 4/19

ARTICLES OF INCORPORATION
OF
ROGER B TOMAS CORP.

FILED
01 APR 18 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of FLORIDA, adopt the following articles of incorporation:

ARTICLE 1 - NAME

The name of the corporation is: **ROGER B TOMAS CORP.** (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office and mailing address of this Corporation is:
8136 SW 152nd Place - Miami, FL 33193

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is **Roger B Tomas** whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICER

The officers of the Corporation shall be:

President: Roger B Tomas

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Roger B Tomas 100 %

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of the shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertibles securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time to shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these articles of Incorporation.

ARTICLE 10 – TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part for all of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERES AGENT

The initial address of registered office of this Corporation is located at 8136 SW 152nd Place, Miami, FL 33193.
The name and address of the registered agent of this Corporation is Roger B Tomas, 8136 SW 152nd Place, Miami, FL 33193.

ARTICLE 13 – BY LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida this _____ day of April - 14 -, 2001

cece hmc

ROGER B. TOMAS, Incorporator

FILED
01 APR 18 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned have been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

cece hmc

ROGER B TOMAS, Registered Agent

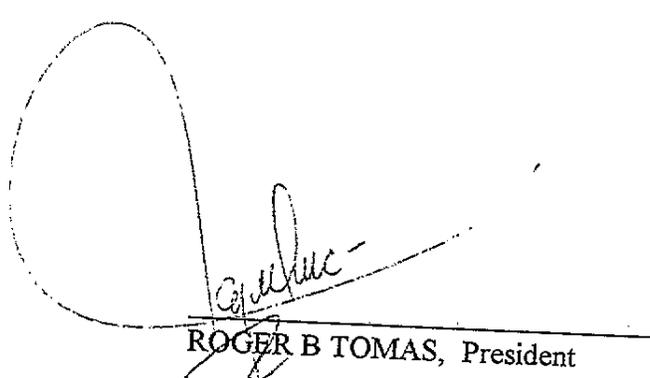
**WAIVER OF NOTICE OF THE FIRST MEETING OF
INCORPORATORS AND DIRECTORS
OF ROGER B TOMAS CORP.**

We do hereby constitute the Incorporators and Directors of the above captioned Corporation and do hereby waive notice of the organization meeting of Directors and Incorporators of the said Corporation.

Furthermore, we hereby agree that said meeting shall be held at 12:23 p.m. on April 14th, 2001, at the following location: 8136 SW 152nd Place, Miami, Florida 33193.

We do hereby affix our names to show our waiver of notice of said meeting.

Dated: April 14th, 2001



ROGER B TOMAS, President