

# P01000069486

## TRANSMITTAL LETTER

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUL 12 AM 7:56

FILED

### SUBJECT:

**All Systems Design, Inc.**  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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**

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\*\*\*\*\*87.50 \*\*\*\*\*87.50

### FROM:

**Lazaro J. Solis**

Name (Printed or typed)

**13391 S.W. 41 Lane**

Address

**Miami, FL 33175**

City, State & Zip

**(305) 889-7998**

Daytime Telephone number

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

T. Burch JUL 16 2001

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# ARTICLES OF INCORPORATION OF **All Systems Design, Inc.**

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

## **ARTICLE ONE** **NAME**

The name of the corporation is *All Systems Design, Inc.*

## **ARTICLE TWO** **CORPORATE DURATION**

The duration of the corporation is perpetual.

## **ARTICLE THREE** **PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

## **ARTICLE FOUR** **CAPITALIZATION**

The aggregate number of shares, which the corporation is authorized to issue, is 10,000. Such shares shall be of a single class, and shall be without par value.

All issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defined a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

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 convertible securities of any nature; provided however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

The Board of Directors of the corporation may authorize the issuance from time to time of shares of its stocks of any class, whether now or hereafter authorized, or securities convertible into shares of its stocks of any class, whether now or hereafter authorized for such consideration as the Board of Directors may deem advisable, subject to the restrictions or limitations, if any, as may be set forth in the Bylaws of the corporation.

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TALLAHASSEE FLORIDA

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# ARTICLES OF INCORPORATION OF All Systems Design, Inc.

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The Board of Directors 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 terms or conditions of redemption of the stock.

## **ARTICLE FIVE** **REGISTERED OFFICE AND AGENT**

The street address of the corporation is *13391 S.W. 41 Lane, Miami, Florida, 33175*. The street address of the initial registered office of the corporation is *13391 S.W. 41 Lane, Miami, Florida, 33175*, and the name of its initial registered agent at such address, is *Lazaro J. Solis*.

## **ARTICLE SIX** **DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is four. The names and addressed of each person who is to serve as a member of the initial board of directors are:

*Lazaro J. Solis*  
*13391 S.W. 41 Lane*  
*Miami, Florida 33175*

*Dalalh Solis*  
*13391 S.W. 41 Lane*  
*Miami, Florida 33175*

## **ARTICLE SEVEN** **OFFICERS**

The initial officers of the corporation shall serve until the first annual meeting or until such time as the board of directors holds a duly noticed special meeting to elect new officers as more fully set forth in the bylaws. The name and address of the initial officers of the corporation shall be as follows:

**President**  
*Lazaro J. Solis*  
*13391 S.W. 41 Lane*  
*Miami, Florida 33175*

**Treasurer**  
*Lazaro J. Solis*  
*13391 S.W. 41 Lane*  
*Miami, Florida 33175*

**Secretary**  
*Dalalh Solis*  
*13391 S.W. 41 Lane*  
*Miami, FL 33175*

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## ARTICLE EIGHT INCORPORATORS

The name and address of each incorporator is:

<i>Lazaro J. Solis</i>	<i>Dalalh Solis</i>
<i>13391 S.W. 41 Lane</i>	<i>13391 S.W. 41 Lane</i>
<i>Miami, Florida 33175</i>	<i>Miami, Florida 33175</i>

## ARTICLE NINE SHAREHOLDERS RESTRICTIVE AGREEMENT

All of the shares of the stock of this corporation may be subject to a shareholders' Restrictive Agreement containing numerous restrictions on the rights of the 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 principle office of the corporation.

## ARTICLE TEN INDEMNIFICATION

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

## ARTICLE ELEVEN DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after paying the debts of the corporation, be distributed to the shareholders in the manner prescribed in the bylaws of this corporation.

## ARTICLE TWELVE TRANSFER OF SHARES

Prior to the sale of any shares in this corporation, the shareholder shall offer the shares to the corporation for first right of refusal to purchase the shares at their value according to the corporate books on the last record date prior to the notice of offer of sale. Upon the death of any shareholder, it shall be the duty of the corporation to issue a new certificate to the person or family member entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation, which shall be kept at its principle office. Should the deceased shareholder's estate decide to sell the shares, the estate must offer the shares to the corporation for first right of refusal to purchase the shares at their value according to the corporate books on the last record date prior to the notice of offer of

# ARTICLES OF INCORPORATION OF All Systems Design, Inc.

sale. All notices under this section shall be by Certified U.S. Mail and addressed to the secretary of the corporation at the corporate office as stated in Article 5 herein or as may be amended.

## ARTICLE THIRTEEN AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a unanimous vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 6 day of JULY, 2001.

Signed:

Lazaro J. Solis  
Lazaro J. Solis

Dalal Solis  
Dalal Solis

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY THAT on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared the above named individual (s), well nown to me to be the person (s) described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same were executed for the purpose expressed therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, State of Florida, this 6th day of July, 2001.

My Commision Expires:

Patricia Valuya  
NOTARY PUBLIC, State of Florida  
at Large.

**PATRICIA VALUJA**  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC970179  
EXPIRES 9/25/2004  
BONDED THRU ASA 1-888-NOTARY1

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.

Signature/Registered Agent Lazaro J. Solis Date 7/6/01