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DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**LAZARUS CORPORATE FILING SERVICE**

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**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. C&S/ACTION SALES, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**C & S / ACTION SALES, INC.**

**ARTICLE I - NAME**

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TALLAHASSEE FLORIDA

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The name of the corporation is **C & S / ACTION SALES, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE III- PURPOSE**

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue **FIVE HUNDRED (500)** shares of **ONE DOLLAR (\$1.00)** par value common stock, which shall be the only class of shares. The capital stock may be paid for in property, labor or services, at just valuation to be fixed by the Board of Directors at a meeting called for such purpose.

**ARTICLE V- PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 8570 NW 68<sup>th</sup> Street; Miami, Florida 33166-2665. The name of the initial registered agent of this corporation is STEVEN LIEBERMAN at 11400 North Kendall Drive; Suite 106; Miami, Florida 33176.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall have one (4) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME:		ADDRESS:
JAMES CLEVELAND	P/D	8570 NW 68 <sup>th</sup> Street Miami, Florida 33166-2665
GEORGE CLEVELAND	VP/D	
TIMOTHY McCLARNON	VP/D	
EDWARD NELSON	S/T/D	

## **ARTICLE VIII- OFFICERS**

The names and street address of the officers of this corporation who shall hold office in this corporation until other successors have been elected or appointed and shall qualify are as follows:

<b>NAME</b>	<b>TITLE</b>	<b>ADDRESS</b>
<b>JAMES CLEVELAND</b>	<b>P/D</b>	<b>8570 NW 68<sup>th</sup> Street Miami, Fla 33166-2665</b>
<b>GEORGE CLEVELAND</b>	<b>VP/D</b>	
<b>TIMOTHY McCLARNON</b>	<b>VP/D</b>	
<b>EDWARD NELSON</b>	<b>S/T/D</b>	


## **ARTICLE IX- BY- LAWS**

The power to adopt, alter, amend or repeal the bylaws shall be vested in the shareholders. The bylaws set forth may include any provision not inconsistent with law including the regulation of the business, the conduct of the affairs of the corporation, and any provision creating, defining, limiting, and regulating the powers of the corporation, the directors and the shareholders of any class of shareholders, including but not limited to, any provision restricting the transfers of shares, any provision for accumulating voting, and upon execution of the bylaws by the shareholders, the bylaws shall have the same force and effect as if incorporated and made a part of theses Articles of Incorporation.

**ARTICLE X- INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is **STEVEN LIEBERMAN,ESQ.**, 11400 North Kendall Drive; Suite 106; Miami, Florida 33176.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of December, 2002.

  
**STEVEN LIEBERMAN**

STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20th day of December, 2002 by **STEVEN LIEBERMAN**, who is personally known to me or who has produced identification and who did take the oath.

  
**NOTARY PUBLIC, STATE OF FLORIDA**  
Commission Number:

**My Commission Expires:**



**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

**C & S / ACTION SALES, INC.**, desiring to organize under the laws of  
the State of Florida with its initial principal office at 8570 NW 68<sup>th</sup>  
Street; Miami, Florida 33166-2665 has named **STEVEN LIEBERMAN**,  
**ESQ**, located at 11400 North Kendall Drive; Suite 106; Miami, Florida  
33176, as its registered agent to accept service of process within this  
State.

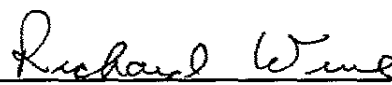
Having been named to accept service of process for the  
above stated corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said relative to keeping open said office.

  
**STEVEN LIEBERMAN**  
Registered Agent

**STATE OF FLORIDA**           )  
  )SS:  
**COUNTY OF MIAMI-DADE)**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me  
this 20th day of December, 2002 by **STEVEN LIEBERMAN**, who is  
personally known to me or who has produced identification and who  
did (did not) take the oath.

  
**NOTARY PUBLIC, STATE OF FLORIDA**  
Commission Number:  
My Commission Expires:

