

**P03000146727**

Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : M.S. GREENE & ASSOCIATES, P.A.  
Account Number : I20030000144  
Phone : (305) 379-7001  
Fax Number : (305) 379-7008

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Transcorporate Services Inc.**

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FAX AUDIT NO.: H03000330196

**ARTICLES OF INCORPORATION  
OF  
TRANSCORPORATE SERVICES INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is: TRANSCORPORATE SERVICES INC.

**ARTICLE II  
DURATION AND EXISTENCE**

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

**ARTICLES III  
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
PRINCIPAL OFFICE**

The initial principal office of this Corporation is: 328 Minorca Avenue, 2nd Floor, Coral Gables, Florida 33134.

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ARTICLE V  
DIRECTORS

(a) Number. The initial number of Directors is one (1). The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one (1) director.

(b) Initial Director. The name and street address of the initial member of the board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Michael Steven Greene	328 Minorca Avenue 2nd Floor Coral Gables, Florida 33134

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VI  
SHARES

(a) Authorized Capital. The maximum number of shares of stock that this corporation is authorized to issue is One Thousand (1,000) shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall not have preemptive rights.

(c) Cumulative Rights. Shareholders shall not have cumulative voting rights.

ARTICLE VII  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent are M.S. Greene & Associates, P.A., 328 Minorca Avenue, 2nd Floor, Coral Gables, Florida 33134.

FAX AUDIT NO.: H03000330196

FAX AUDIT NO.: H03000330196

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator of this corporation is Michael Steven Gruene, Esquire, 328 Minorca Avenue, 2nd Floor, Coral Gables, Florida 33134.

ARTICLE IX  
INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

FAX AUDIT NO.: H03000330196

FAX AUDIT NO.: H03000330196

ARTICLE X  
BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE XI  
AMENDMENT

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 shareholder(s) is subject to this reservation.

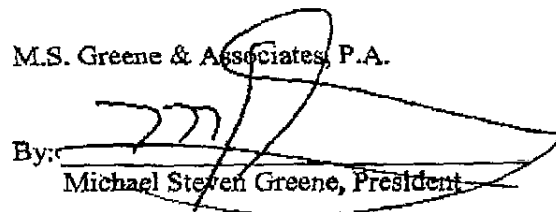
IN WITNESS WHEREOF, the incorporator has executed these Articles on this 5th day of December, 2003.

  
Michael Steven Greene, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for TRANSCORPORATE SERVICES INC., a Florida corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

M.S. Greene & Associates, P.A.

By:   
Michael Steven Greene, President

Dated: December 5, 2003

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