

Florida Department of State  
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From:  
Account Name : VANEX INTERNATIONAL, INC.  
Account Number : I19990000028  
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SECRETARY OF STATE  
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DOMESTICATION  
DI STASI GROUP, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 5, 2004

VANEX INTERNATIONAL, INC.

SUBJECT: DI STASI GROUP  
REF: W03000033597

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## CERTIFICATE OF DOMESTICATION

The undersigned, CARLOS Di Stasi, President  
(Name) (Title)  
of DI STASI GROUP, Inc. a foreign corporation  
(Corporation Name)  
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was April 9, 2001.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was New Jersey.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was DI STASI GROUP, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is DI STASI GROUP, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was New Jersey.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Carlos Di Stasi, of DI STASI GROUP, Inc.  
and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 13 day of November, 2003.

[Signature]  
(Authorized Signature)

# **ARTICLES OF INCORPORATION OF Di Stasi Group, Inc.**

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

## **Article 1 - Name**

The name of the corporation is Di Stasi Group, Inc., (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 of this Corporation is 2628 NW 72 Avenue, Medley, FL 33166 and the mailing address is the same.

## **Article 4 - Incorporator**

The name and street address of the incorporator of this Corporation is:

Carlos Di Stasi  
2628 NW 72 Avenue  
Medley, FL 33166

## **Article 5 - Officers**

The officers of the Corporation shall be:

President: Carlos Di Stasi  
Vice-President: Tony Di Stasi  
Secretary: Carlos Di Stasi  
Treasurer: Tyrone Di Stasi

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

## **Article 6 - Directors(s)**

The Directors(s) of the Corporation shall be:

Carlos Di Stasi  
Tony Di Stasi  
Tyrone Di Stasi

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

## **Article 7 - Corporate Capitalization**

- 7.1 The maximum number of 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 convertible 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 of 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 unissued 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 - Term 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 thereof, for all 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 of any other person, whether or not the Corporation shall have notice thereof.

### **Article 12 - Registered office and Registered Agent**

The initial address of registered office of this Corporation is 2628 NW 72 Avenue, Medley, FL 33166. The name and address of the registered agent of this Corporation is Carlos Di Stasi.

### **Article 13 - Bylaws**

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 Directors equal to a majority of the number who would constitute a full Board 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, the 7<sup>th</sup> Day of November, 2003.

  
\_\_\_\_\_  
Carlos Di Stasi, Incorporator

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TALLAHASSEE, FLORIDA

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## **Acceptance of Registered Agent Designated in Articles of Incorporation**

Carlos Di Stasi, having a business office identical with the registered office of the Corporation name above, and having 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 Florida Statutes.

  
\_\_\_\_\_  
Carlos Di Stasi