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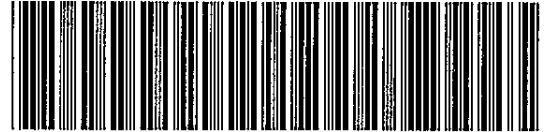
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-14-04  
1/18

# Law Offices of Wanda Mui, P.A.

Attorney and Counselor At Law  
Wildewood Professional Park  
3639 Cortez Road West, Suite 120, Bradenton, FL 34210  
(941) 727-8214 (941) 727-0935 (Fax)



January 6, 2004

To: Department of State  
Division of Corporations/Corporate Filing  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Incorporation/ R & D SERVICES, INC.

Dear Sirs:

Enclosed please find for filing Articles of Incorporation and Application for Registration of Fictitious Name, together with applicable filing fees. Please return proof of filing to this office. Thank you for your attention to this matter.

Sincerely,

Mabel Ng  
Assistant to Wanda Mui, Esquire

WM/mn  
Enclosures

RECEIVED  
04 JAN -8 PM 4:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**DAVRON SERVICES, INC.**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation of profit under the laws of the State of Florida.

**ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS**

**DAVRON SERVICES, INC.**

The name of the Corporation shall be \_\_\_\_\_ The principal place of business shall be located at 3810 24<sup>th</sup> Street West, Bradenton, FL 34205. The mailing address shall be 3810 24<sup>th</sup> Street West, Bradenton, FL 34205.

**ARTICLE II - NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this Corporation is:

- (a) Restaurant degreasing service.
- (b) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect, or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, by the Corporation; to buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.
- (c) To engage in the retail, wholesale, and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.
- (d) To acquire, by purchase, lease, manufacture, or otherwise any personal property

deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade and deal in any lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including purchase of its own shares.

(i) To carry on any or all of its operations and businesses and to promote its objects within the state of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To engage in any and all lawful business, trades, occupations and professions.

(k) To do any and all of the things herein set forth to the same extent as natural persons

might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers hereinabove set forth, except those otherwise specified in this Article shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 60,000 shares of common stock, par value \$1.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meetings.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business is Five Hundred Dollars (\$500.00).

### **ARTICLE V - TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

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

The initial registered office of this Corporation is to be: 3810 24<sup>th</sup> Street West, Bradenton, FL 34205.

The initial Registered Agent of the Corporation is: WANDA MUI, ESQ., 3639 Cortez Road West, Ste. 120, Bradenton, FL 34210.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

#### **ARTICLE VII - DIRECTORS**

The Corporation shall have two (2) Directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

#### **ARTICLE VIII - INITIAL DIRECTORS**

The name and street address of the first Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows: DAVID M~~A~~GRUDER, 3810 24<sup>th</sup> Street West, Bradenton, FL 34205, and RON KUFTA, c/o 3810 24<sup>th</sup> Street West, Bradenton, FL 34205.

#### **ARTICLE IX - SUBSCRIBERS**

The names and street addresses of the subscribers of these Articles of Incorporation are as follows: DAVID M~~A~~GRUDER and RON KUFTA, 3810 24<sup>th</sup> Street West, Bradenton, FL 34205.

#### **ARTICLE X - EFFECTIVE DATE**

The Articles of Incorporation shall be effective upon filing with the Secretary of State.

#### **ARTICLE XI - AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

## ARTICLE XII - MISCELLANEOUS PROVISIONS

It is the intention of the subscribers of this Corporation that the first Board of Directors adopt a plan under section 1244 of the Internal Revenue Code, allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under the Code.



## ARTICLE XIII - PRE-EMPTIVE RIGHTS

The holders of the Common Stock of the Corporation shall have the right to purchase at such prices, and on such terms and conditions as shall be fixed by the Board of Directors such of the shares of the Common Stock of the Corporation as may be authorized in these Articles of Incorporation. Such pre-emptive right shall be exercised in the ratio which the number of shares held by each stockholder bears to the total number of shares outstanding.

Such pre-emptive right shall extend to the stock authorized, but not issued within three (3) months after the effective date of these articles of Incorporation. It shall also extend to treasury stock.

Before publicly or privately selling or offering to sell any additional shares of its common stock, or any stock, bonds, debentures or other securities convertible into common stock, the Corporation shall first offer to all of the holders of its common stock the right to purchase as pro rata portion of such common stock or such securities convertible into common stock.

IN WITNESS WHEREOF, the undersigned acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida, this 31 day of Dec., 2003.



 (Seal)  
DAVID MAGRUDER  
Subscriber  
 (Seal)  
RON KUFTA  
Subscriber

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

BEFORE ME, the undersigned authority personally appeared DAVID MAGRUDER and  
RON KUFTA, known to be the individuals described in (\_\_\_\_\_) or produced identification as  
follows: \_\_\_\_\_

\_\_\_\_\_ ) and who executed the forgoing  
Articles of Incorporation, and acknowledged before me that same was executed for the purpose  
therein expressed.

WITNESS my hand and seal in the county and state aforesaid this 31 day of  
December, 2003.

  
NOTARY PUBLIC  
PRINT NAME: Wanda Mui  
My commission Expires Nov. 17, 2005  
 Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted: First, that  
**DAVRON SERVICES, INC.**, desiring to organize or qualify under the laws of the State of Florida,  
with its principal place of business in the City of Bradenton, State of Florida, has named WANDA  
MUI, ESQ., located at the city of Bradenton, State of Florida, as its agent to accept service of




process within Florida.

Dated this 31 day of December, 2003.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
DAVID MAGRUDER  
PRESIDENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the complete performance of my duties.

Dated this 31 day of December, 2003.

  
WANDA MUI, ESQ.  
RESIDENT AGENT