

P9500004716

AMERILAWYER

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

9500001 138 38009
01/19/95 10:25 - 003
***** 01.00 ***** 01.00

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

INTERMEDIATE HOLDINGS, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 JAN 19 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FL 32304

T. BROWN JAN 19 1995

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
INTERMEDIATE HOLDINGS, INC.**

FILED
95 JAN 19 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons 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 **INTERMEDIATE HOLDINGS, INC.**

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 7522 Wiles Road, Suite 210, Coral Springs, Florida 33067, c/o Ira Kiltok and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

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

Ira Kiltok
7522 Wiles Road, Suite 210
Coral Springs, Florida 33067

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be Jean Jacques De Cloedt whose address shall be the same as the principal office of the corporation.



ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 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 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.

6.3 The board of directors 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 directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, 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 7 - 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 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

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 thereto, for all purposes, and 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.



AMERiLAWYER

[illegible]

Mailing Address: Post Office Box 14479, Calgary, Alberta, T2C 1E7

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is 7522 Wiles Road, Suite 210, Coral Springs, Florida 33067. The name and address of the registered agent of this corporation is Ira Kiltok, 7522 Wiles Road, Suite 210, Coral Springs, Florida 33067.

ARTICLE 11 - BYLAWS

The Board of Directors 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 Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 - 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.

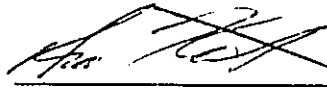
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12th day of January, 1995.


Ira Kiltok, Incorporator



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Ira Kiltok 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 Section 607.0505, Florida Statutes.


Ira Kiltok

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

P95 000004716

MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW

SIXTH FLOOR - PLAZA CENTER WEST

151 ROYAL PALM WAY

P O BOX 2715

PALM BEACH, FLORIDA 33460

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA III
CHRISTOPHER J. SCHILLING

TELEPHONE (407) 859 1111
CABLE MENDOZA PB
FAX (407) 859 4009

December 19, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

3000001666823
-12/20/95--01051--005
*****87.50 *****87.50

RE: Intermediate Holdings, Inc.
Our File No. 4986.4

Gentlemen:

Enclosed herewith to be filed with your office, please find the Statement of Change of Registered Office or Registered Agent or Both for Corporations for the captioned entity. Also enclosed herewith please find a check in the amount \$87.50 to defray the required costs.

Thank you for your cooperation in this matter.

Sincerely,


Mario G. de Mendoza, III

MGMIII/lis
Enclosures

SH DEC 28 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 20 AM 9:27

FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTHAM, SECRETARY OF STATE

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of Sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: INTERMEDIATE HOLDINGS, INC.

1b. Date of incorporation: January 19, 1995
Document Number: P95000004716

2. The name and address of the current registered agent and office:

Ira Kiltok
7522 Wiles Road, Suite 210
Coral Springs, Florida 33067

3. The name and address of the new registered agent and office:

MARIO G. de MENDOZA, III, ESQ., Mendoza, Callas & Schilling
251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors or by an officer so authorized by the Board.

X *Jean de Cloedt* (Signature) Jean de Cloedt, Vice President
Date: December 12, 1995

HAVING BEEN NAMED AS RESIDENT 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Signature: *Mario G. de Mendoza III*
Mario G. de Mendoza, III,
Registered Agent
Date: December 12, 1995

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

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95 DEC 20 AM 10:27
DIVISION OF CORPORATIONS
SECRETARY OF STATE