

P95000005301

MANUEL ALONSO-POCH P.A.

ATTORNEYS AT LAW

SUITE 1170

2100 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

AREA CODE (305) 448-4053  
FAX (305) 443-0903

June 29, 1994

SECRETARY OF STATE  
409 East Gaines Street  
Tallahassee, Florida 32399

100001383631  
-01/19/95--01004--004  
\*\*\*122.50 \*\*\*122.50

ATTN: FILING DEPARTMENT

Re: Filing Articles of Incorporation for  
SBE FLORIDA, INC.

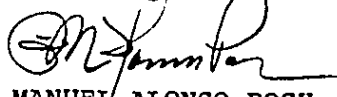
Dear Sir or Madam:

We enclose herewith the original Articles of Incorporation,  
for SBE FLORIDA, INC., to be filed.

Enclosed is our check in the amount of \$122.50 which  
represents your filing fees. A self addressed stamped envelope is  
also enclosed for your convenience.

Your prompt attention in this matter will be greatly  
appreciated.

Sincerely,

  
MANUEL ALONSO-POCH

AB/20/95

Encls.  
mcv/MAP

FILED  
1995 JAN 18 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SBE FLORIDA, INC.**

**FILED**  
1995 JAN 18 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms the following corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is SBE FLORIDA, INC.

**ARTICLE II**

**PURPOSE**

The corporation is organized to engage in any and all businesses permitted under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to issue is Seven Thousand Five Hundred (7500) shares of common stock with one dollar par value each. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

**ARTICLE V**

**REGISTERED AGENT AND OFFICE**

The initial Registered Agent and the street address of the initial Registered Office of this corporation shall be Manuel

Alonso-Poch, 2100 Ponce de Leon Boulevard, Suite 1170, Coral Gables, Florida 33134.

The initial registered office is: 2100 Ponce de Leon Boulevard, Suite 1170, Coral Gables, Florida 33134.

#### **ARTICLE VI**

##### **DIRECTORS**

This corporation shall have at least one director initially. The number of directors may be changed from time to time in accordance with by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation is:

MANUEL ALONSO-POCH      2100 Ponce de Leon Boulevard, Suite 1170  
Coral Gables, Florida 33134

#### **ARTICLE VII**

##### **INCORPORATORS**

The name and street address of the incorporator is:

MANUEL ALONSO-POCH      2100 Ponce de Leon Boulevard, Suite 1170  
Coral Gables, Florida 33134

#### **ARTICLE VIII**

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

#### **ARTICLE IX**

##### **CUMULATIVE VOTING**

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

**ARTICLE X**

**INDEMNIFICATION**

The Corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**

**AMENDMENT**

These 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 a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

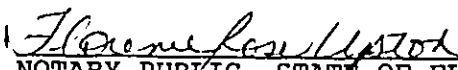
**IN WITNESS WHEREOF**, the undersigned incorporator has hereunto set his hands and seal this 11th day of January, 1995.

  
\_\_\_\_\_  
MANUEL ALONSO-POCH

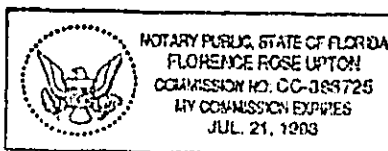
STATE OF FLORIDA    )  
                          ) SS  
COUNTY OF DADE    )

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared MANUEL ALONSO-POCH ☒ who is personally known to me, or \_\_\_\_\_ who produced \_\_\_\_\_ as identification and who did take an oath and is known to be the person described in and who executed the foregoing instrument.

**WITNESS** my hand and official seal in the County and State last aforesaid this 11th day of January, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


  
\_\_\_\_\_  
MANUEL ALONSO-POCH  
Registered Agent

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that SBE FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business 2100 Ponce de Leon Boulevard, Suite 1170, Coral Gables, Florida 33134 has named MANUEL ALONSO-POCH of 2100 Ponce de Leon Boulevard, Suite 1170, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

Dated: January 11, 1995

  
\_\_\_\_\_  
MANUEL ALONSO-POCH  
Registered Agent

Having been named to accept service of process for the above named 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 proper performance of my duties.

  
\_\_\_\_\_  
MANUEL ALONSO-POCH  
Registered Agent

FILED  
1995 JAN 18 PM 12:30  
TALLAHASSEE, FLORIDA

P9500005301

MANUEL ALONSO-POCH P.A.

ATTORNEYS AT LAW

SUITE 1170

2100 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

AREA CODE (305) 448-4053

FAX (305) 443-0903

February 9, 1995

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

Re: Certificate of Amendment for  
SBE FLORIDA, INC.

Gentlemen:

Enclosed herewith please find a Certificate of Amendment to the Articles of Organization for SBE Florida, Inc. together with a check for \$52.50 representing the filing fee.

Thank you.

Sincerely,



MANUEL ALONSO-POCH

Enclosure (2)

mcv/MAP

g:\data\letters\sec.-st.lt3

FILED  
55 MAR 27 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

17 am  
Change  
2/27/95  
PC

MANUEL ALONSO-POCH P.A.

ATTORNEYS AT LAW

SUITE 1170

2100 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

AREA CODE (305) 448-4053

FAX (305) 443-0903

March 16, 1995

MS. THELMA LEWIS  
Corporate Specialist Supervisor  
SECRETARY OF STATE  
409 East Gaines Street  
Tallahassee, Florida 32399

ATTN: FILING DEPARTMENT

Re: Certificate of Amendment for  
SBE FLORIDA, INC.

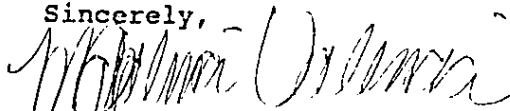
Dear Ms. Lewis:

We enclose herewith a Certificate of Amendment to the Articles of Organization of SBE Florida, Inc. for filing.

We originally sent you a check for \$52.50 together with a Certificate of Amendment, amending the articles to a name which was not available. Although, in your letter of March 7, 1995, you stated that the check and Certificate of Amendment were enclosed, we never received the check.

We would appreciate your prompt response to this matter.

Sincerely,



CAROLINA VALENCIA  
Legal Secretary

**MANUEL ALONSO-POCH P.A.**

ATTORNEYS AT LAW

SUITE 1170

2100 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

AREA CODE (305) 446-4033

FAX (305) 443-0903

March 24, 1995

MS. DARLENE CONNELL  
**SECRETARY OF STATE**  
409 E. Gaines Street  
Tallahassee, Florida 32399

Dear Ms. Connell:


Please find enclosed the completed and executed Articles of Amendment to the Articles of Incorporation of SBE FLORIDA, INC.

We kindly ask that you file this form at your earliest convenience.

Thank you for your attention.

Sincerely,

MANUEL ALONSO-POCH, P.A.

  
Carolina Valencia  
Legal Secretary

Enclosure (1)  
mcv/MAP





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 22, 1995

MANUEL ALONSO-POCH, ESQ.  
SUITE 1170  
2100 PONCE DE LEON BLVD.  
CORAL GABLES, FL 33134

SUBJECT: SBE FLORIDA, INC.  
Ref. Number: P95000005301

We have received your document for SBE FLORIDA, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

Please entitle the document Articles of Amendment to Articles of Incorporation.

The date of adoption of each amendment must be included in the document.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 095A00012948



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 7, 1995

MANUEL ALONSO-POCH, ESQ.  
SUITE 1170  
2100 PONCE DE LEON BLVD.  
CORAL GABLES, FL 33134

SUBJECT: SBE FLORIDA, INC.  
Ref. Number: P95000005301

We have received your document for SBE FLORIDA, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 895A00010127

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

---

**SBE FLORIDA, INC.**

---

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

1. Article I is hereby amended to reflect Envirotechnology Associates, Inc.

FILED  
95 MAR 27 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: March 16, 1995.

FOURTH: Adoption of Amendment(s) (check one)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

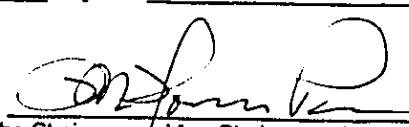
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24th day of March, 1995.

Signature


  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

 MANUEL ALONSO-POCH

Typed or printed name

OFFICER / INCORPORATOR

Title