

P95000012521

RONALD A. POLLOW, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

THE EXECUTIVE COURT

2200 CORPORATE BLVD., N.W., SUITE 140

BOCA RATON, FLORIDA 33431

BOCA RATON (407) 994-1040

PALE BEACH (407) 366-0244

TELEPHONE (407) 994-2440

NATIONAL (800) 400-1040

RONALD A. POLLOW\*\*  
STUART A. LIPSON

ALSO ADMITTED TO BAR  
IN FLA. 20-11-M-N-TAL-12-94  
THE ACT. CTR. FOR MIA. IN TALLAHASSEE, FL.

February 8, 1995

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

0000001404970  
02/14/95-01014-004  
\*\*\*122.50 \*\*\*122.50

Re: Incorporation  
DBM, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of DBM, INC.'s Articles of Incorporation and a check for \$122.50, representing payment for the following:

Filing Fee	35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

FILED  
FEB 15 1995  
FBI

Please file the original Articles of Incorporation and conform the copy. The conformed copy can be sent to the undersigned. Thank you.

Very truly yours,

RONALD A. POLLOW, P.A.

By: Stuart A. Lipson, Esquire  
For the Firm

enclosures

cc: DBM, INC.  
(w/o encl.)

908  
2/14/95  
P95-12521

ARTICLES OF INCORPORATION  
OF  
DBM, INC.

FILED  
JAN 13 1968  
Ft. Lauderdale, FL

THE UNDERSIGNED, Vicenta G. Ferioli executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

- a. The name of this corporation shall be: DBM, INC.
- b. The mailing address of this corporation shall be at:

1200 Guava Isle  
Ft. Lauderdale, FL 33315

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

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

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 1200 Guava Isle  
Ft. Lauderdale, FL 33315

Registered Agent: Vicenta G. Ferioli

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of member or members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: Vicenta G. Ferioli

ADDRESS: 1200 Guava Isle  
Ft. Lauderdale, FL 33315

#### ARTICLE VIII - INCORPORATOR

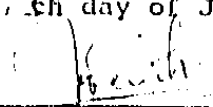
The name and address of the incorporator executing these Articles of Incorporation is:

NAME: Vicenta G. Ferioli  
ADDRESS: 1200 Guava Isle  
Ft. Lauderdale, FL 33315

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

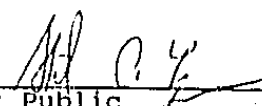
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
Vicenta G. Ferioli,  
Incorporator

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH            )

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Vicenta G. Ferioli, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 31<sup>th</sup> day of January, 1995, by Vicenta G. Ferioli who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public

NAME: Stina J. Lipscomb

ADDRESS 2275 Corporate Blvd, New State 1438  
Quincy, FL 32413

Commission No.: CC 138717

My commission expires: 5/1/98

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES AUGUST 20, 1995  
BONDED THRU AGENT'S NOTARY BROKERAGE

FILED  
1995 FEB 13 PM 2:48

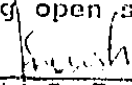
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

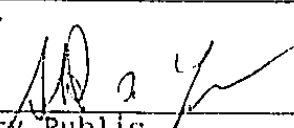
First, that DBM, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Ft. Lauderdale, Broward County, State of Florida, has named Vicenta G. Ferioli, located at 1200 Guava Isle, Ft. Lauderdale, Florida 33315 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Vicenta G. Ferioli, Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 5<sup>th</sup> day of January, 1995, by Vicenta G. Ferioli who is (personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public

NAME: James A. P. S. J.

ADDRESS 2295 Corporate Blvd, NW, Suite 145  
Great Lakes, FL 33431

Commission No.: 138717

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
COMMISSION EXPIRES AUGUST 20, 1998  
NOTED THRU AGENT'S NOTARY BROKERAGE

**P9 300012521**

COURTHOUSE PLAZA  
SUITE 202  
28 WEST FLORISSA STREET  
MIAMI, FLORIDA 33130

October 7, 1996

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

Re: Dissolution  
DBM, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of DBM, INC.'s Articles of Dissolution and a check for \$87.50, representing payment for the following:

Filing Fee	35.00
Certified Copy Fee	52.50

Please file the original Articles of Dissolution and conform the copy. The conformed copy can be sent to the undersigned.  
thank you.

Very truly yours,

Law Office of Stuart A. Lipson

By: Stuart A. Lipson, Esquire  
for the firm

enclosures

cc: DBM INC  
(w/encl.)

*VD in active corp*  
*KRB 11/13*

TELE (305) 377-1464  
FAX (305) 358-2702

SECRETARY OF  
TALLAHASSEE, FLORIDA

95 NOV 12 AM 10:49

800001570498  
-10/10/96-01040--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 14, 1996

STUART A. LIPSON ATTY.  
COURTHOUSE PLAZA  
SUITE 202, 28 W. FLAGLER ST.  
MIAMI, FL 33130

SUBJECT: DBM, INC.  
Ref. Number: P95000012521

We have received your document for DBM, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The subject corporation was administratively dissolved on August 23, 1996 for failure to file its 1996 annual report.

To voluntarily dissolve this corporation, a notarized affidavit must accompany the Articles of Dissolution stating that the corporation has no intention of revoking this voluntary dissolution, and that its name is available for immediate use by any other corporation. Or, a statement to this effect can be contained in the Articles of Dissolution.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 296A00046696

ARTICLES OF DISSOLUTION PURSUANT TO  
§ 607.1403 OF THE FLORIDA GENERAL  
CORPORATION ACT OF  
DBM, INC.

To: Department of State  
Tallahassee, Florida 32304

Date Paid  
Filing Fee \$

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation.

FIRST: That the name of the corporation is DBM, INC.

SECOND: That dissolution was authorized during a special meeting of shareholders held on July 17, 1996.

THIRD: That the dissolution of the corporation was approved by unanimous written consent of all shareholders. A copy of such written consent is attached to these articles.

Dated: July 17, 1996.

DBM, INC.

By: [Signature]  
Vicenta Ferioli, President

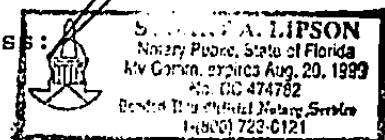
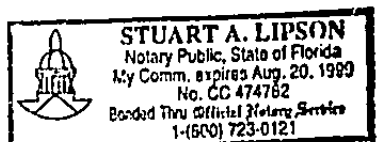
STATE OF FLORIDA §  
COUNTY OF DADE §

Vicenta Ferioli being duly sworn, deposes and says that he is PRESIDENT of DBM, INC., the corporation mentioned and described in the foregoing instrument; that he has read and signed the same and that the statements contained therein are true.

[Signature]  
Vicenta Ferioli

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of July, 1996, by Vicenta Ferioli, who is personally known to me or has produced [Signature] identification and who did take an oath.

Notary Public  
Name:  
Address:





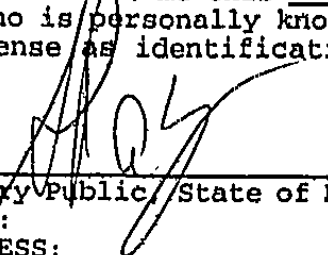
DBM, INC.  
AFFIDAVIT FOR DISSOLUTION

STATE OF FLORIDA           )  
COUNTY OF DADE           )

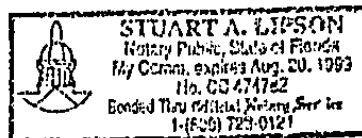
Please be advised that the dissolution of DBM, Inc., will not be revoked by any member of the board of directors, and that the name DBM, Inc., is immediately available for use by any other corporation.

  
\_\_\_\_\_  
VICENTA FERIOLI, PRES.

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of September, 1996 by Vicenta Ferioli who is personally know to me or who has produced a Fl. Driver's license as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida  
NAME:  
ADDRESS:

Commission No.:  
My Commission Expires:



SHAREHOLDER WRITTEN CONSENT TO DISSOLUTION OF  
DBM, INC.

**UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

WHEREAS, at a special meeting of the Board of Directors of DBM, Inc., duly held at 1200 Guava Isle, Ft. Lauderdale Florida, on the 15th day of July, 1996, the Board of Directors of this corporation duly adopted resolutions recommending the dissolution pursuant to the terms and conditions set forth in the Director's Resolution of 15th day of July, 1996;; and

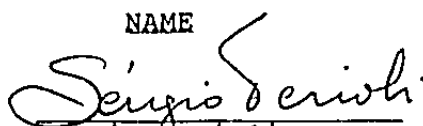
WHEREAS, since the corporation is insolvent, due to extensive outstanding debts and obligations and the questionable prospect of collecting sufficient receivables to generate cash to pay off liabilities as they come due; Specifically, it appears that the corporation will owe the Internal Revenue Service an undetermined amount in unpaid payroll tax liabilities, consisting of withholding tax, employee and employer FICA, FUTA, penalties and interest, as well as liabilities from Florida Unemployment, Wage and Hour Department as a result of audit. The corporation has no prospects of raising enough capital to pay off this liability. It is agreed that it is in the best interest of the corporation, and third parties to dissolve the corporation;

NOW, THEREFORE, each of the undersigned shareholders of said corporation, each holding of record at the close of business on the 15th day of July, 1996, the number of shares entitled to vote hereinbelow set opposite his or her signature, consisting, in the aggregate, of shareholders entitled to exercise 100% of the voting power of said corporation on the aforesaid date of record, does hereby approve and consent to the principal terms and conditions of the aforesaid;

The undersigned do further hereby authorize, and direct that:

1. The President of this corporation execute Articles of Dissolution;
2. That the President may take whatever steps are necessary or appropriate to carry out the intent of this resolution.

IN WITNESS WHEREOF, each of the undersigned has hereunto signed his name and set opposite thereto the date of signing and the number of shares entitled to vote held by such person of record at the close of business day July 15, 1996.

NAME	DATE OF SIGNING	NUMBER OF SHARES
 Sergio Verioli	<u>July 15</u> , 1996	100