

P95000016167

DEPARTMENT OF STATE  
DIVISION OF CORPORATION  
GEORGE FIRESTONE BUILDING  
409 EAST GAINES STREET  
TALLAHASSEE, FLORIDA 32399

500001415455  
-02/24/95--01125--003  
\*\*\*\*\*79.00 \*\*\*\*\*79.00

FEB. 21, 1995

ODELSIS RODRIGUEZ  
3901 N.W. 79 AVENUE SUITE# 115  
MIAMI, FLORIDA 33166

*Ref: R-N-S Purchasing*

DEAR SIRs:

ENCLOSED PLEASE FIND TWO COPIES OF THE ARTICLES OF CORPORATON, ONE ORIGINAL AND A COPY TO BE STAMPED FILED AND MAILED BACK TO ME . I WOULD APPRECIATE IT IF YOU COULD PLEASE SEND IT BACK TO ME AS SOON AS POSSIBLE WITH THE FEDERAL EXPRESS RETURN SLIP ENCLUDED IN THE ENVELOPE. I HAVE INCLUDED A MONEY ORDER FOR THE AMOUNT OF 79.00 TO COVER THE FEES FOR THE CORPORATION AND CERTIFICATE STATUS.  
IF ANY QUESTIONS PLEASE FEEL FRE TO CALL ME AT 477-7665.

THANK YOU.

*[Signature]*  
ODELSIS RODRIGUEZ

*RMC 2/27/95*

*Call 2/27/95 gave auth.  
by phone to add the principal  
office*

FILED  
95 FEB 24 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF CORPORATION**

**OF**

**R & S PURCHASING, INC.**

**FILED**

95 FEB 24 PH 1:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is

**R & S PURCHASING, INC.**

3901 N.W. 79 Avenue Suite #115  
Miami, Florida 33166

**ARTICLE II**

**NATURE OF BUSINESS**

This corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the state of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the objects herein before enumerated or incidental to the purpose and powers herein the named or for the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**

**TERM OF EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is the date on which these articles of corporation are filed with the secretary of state of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 100 shares of 1.00 par value common stock, which shall be designated "common Shares"

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of corporation is 3901 N.W. 79 AVENUE SUITE # 115 and of the initial registered agent of this corporation at that address is ODELSIS RODRIGUEZ

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one the names and addresses of the initial directors of this corporation are:

ODELSIS RODRIGUEZ  
3901 N.W. 79 AVENUE SUITE# 115  
MIAMI, FLORIDA 33166



#### ARTICLE VII

##### CLASSES OF DIRECTORS

The by-laws of this corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times, provide that no such term shall continue longer than three years and provided further that at least one fourth in number of the directors shall be elected annually.

#### ARTICLE VIII

##### AMENDMENT TO ARTICLE OF INCORPORATION AND BY LAWS

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment here to and any right conferred upon the share holders is subject to this reservation. Further the power to adopt alter amend or repeal by laws shall be vested in the board of directors and the shareholders of this corporation.

#### ARTICLE IX

##### POWERS

This corporation shall have all of the corporate powers enumerated in the Florida general corporation act.

#### ARTICLE X

##### DIVIDENDS

Dividends payable on shares of any class may be paid to the holder of shareholders of any other class.

#### **ARTICLE XI**

##### **INDEMNIFICATION**

This corporation shall indemnify any and all of its directors, officers, employees or agents of former directors officers, employees or agent or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is creditor, to the full extent permitted by law, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action suit or processing whether civil criminal, administrative or investigative, and any appeal thereof, to which any such person or his legal representative may be made a party by reason of his being or having been a director, officer, employee or agent as herein provided.

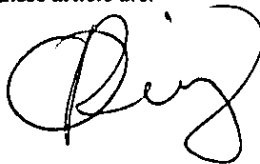
The foregoing right of indemnification shall not be exclusive of any other rights to which any directors officer employee or agent may be entitled as a matter of law he may be lawfully granted.

#### **ARTICLE XII**

##### **INCORPORATE**

The name and address of the person signing these article are:

ODELSIS RODRIGUEZ  
3901N.W. 79 AVENUE SUITE#115  
MIAMI, FLORIDA 33166



IN WITNESS WHEREOF, the undersigned subscriber has executed these article of incorporation.

Dated: 2/10/95

##### **ACKNOWLEDGMENT**

**CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of chapter 48.091, Florida statutes, the following is submitted in compliance with said act:

That **R & S PURCHASING, INC.** desiring to organize under the laws of the state of Florida with its initial registered office, as indicated in the certificate of incorporation, at the city of Miami, county of Dade, state of Florida has named **ODELSIS RODRIGUEZ** at **3901 NW 79 AV SUITE 115 MIAMI - FL** COUNTY OF DADE STATE OF FLORIDA as its agent to accept service of process within this office.

**FILED**

95 FEB 24 PM 1:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

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



**ODELSIS RODRIGUEZ**