

P45000029426

3/15/95

FLORIDA DIVISION OF CORPORATIONS

8:36 AM

PUBLIC ACCESS SYSTEM

((H95000002944)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890

TALLAHASSEE, FL 32399

CONTACT: LYNN FRIEDMAN

FAX: (904) 922-4000

PHONE: (305) 358-2571

FAX: (305) 358-7832

((H95000002944)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DARWIN INTERNATIONAL, INC.

FAX AUDIT NUMBER: H95000002944

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/15/1995

TIME REQUESTED: 08:36:37

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000002944)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

On11



01:06 11/11/95

FILED
MAR 15 AM 11:05
SECRETARIES
TALLAHASSEE, FLORIDA

H95-02944

FILED
95 MAR 15 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DARWIN INTERNATIONAL, INC.**

ARTICLE I - CORPORATE NAME

The name of the Corporation is DARWIN INTERNATIONAL, INC., and its address is the same as the registered agent.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these articles.

**ARTICLE V - REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

David A. Koretzky, esq.
McCormick & Koretzky
The McCormick Building
Penthouse
111 S.W. Third Street
Miami, Florida 33130

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

H95-02944
ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-2571

H45-02944

ARTICLE VI - BOARD OF DIRECTORS

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

ARTICLE VII - INITIAL DIRECTORS

The names the initial directors of this Corporation and their street address is:

Initial Directors**Address**

James J. McCormick, Jr., President
Michael J. Thompson, Vice-President
Michael J. Thompson, Secretary
James J. McCormick, Treasurer

McCormick & Koratzky
The McCormick Building
Penthouse
111 S.W. Third Street
Miami, Florida 33130

ARTICLE VIII - INCORPORATOR

The names and street addresses of the person signing these Articles of Incorporation as the Incorporator is:

Gina Andreu
The McCormick Building
Penthouse
111 S.W. Third Street
Miami, Florida 33130

ARTICLE IX - 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 stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

H45-02944

H95-02944

83-15-1985 08121

305 358 7832

ACE INDUSTRIES/PRINTING CORP KIT

P. 04

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on March 7th, 1995.

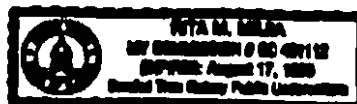

Gina Andreu, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared, Gina Andreu, who is personally known to me, and to me known to be the person described as Incorporator and who first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed and subscribed to these Articles of Incorporation.

9th WITNESS my hand and official seal in the County of Dade and State of Florida this day of March, 1995.


Notary Public
My Commission Expires:



H95-02944

03-15-1995 00:22

18/16/1995

03-14-1995 13:00

305 350 7832

21:45 0000 PTO/PTK

305 350 7832

ACE INDUSTRIES/PRINTING CORP KIT

UF-600 0000

ACE INDUSTRIES/PRINTING CORP KIT

P.00

P.02

P.01

**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 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT DARWIN INTERNATIONAL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named DAVID A. KORETZKY, ESQ., McCormick & KORETZKY, located at The McCormick Bldg., 111 S.W. 3rd Street, Penthouse, Miami, Florida 33120, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

HAVING BEEN NAMED as Registered Agent, and to accept service of process for the above-named 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.

DATED this ____ day of _____, 1993.

By: 
DAVID A. KORETZKY, ESQ.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAR 15 AM 11:05

FILED