

Charter Number Only

P95000021883

3/16/95  
Requester's Name: Bichara & Ceballos  
Address: 848 Brickell Ave #1010  
City: Miami FL 33131  
Phone: 371-5254

REGISTRATION ONLY

SI00001432738  
03/17/95--01010--019  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
MAR 17 1995  
MAR 17 1995

CORPORATION(S) NAME

LAROC & CO., INC.

Expire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

H. SIMS MAR 17 1995

LOANED COPY

ARTICLES OF INCORPORATION

OF

LAROC & CO., INC.

ARTICLE I - NAME

The name of this corporation is LAROC & CO., INC., 540 Brickell Key Drive #923, Miami, Florida 33131.

ARTICLE II - PURPOSE

This Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any such business within or without the United States.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 10 shares of US\$100.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - PREEMPTIVE RIGHTS

Except as to such agreements as the shareholders may execute, each stockholder of this corporation shall, because of his or her ownership of stock have the preemptive or other right to purchase, subscribe for or take any part, prorata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

FILED  
95 MAR 17 PM 12:07  
CLERK OF DISTRICT COURT  
MAYAMOTTE COUNTY, FLORIDA

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

The street address of the initial registered office of this Corporation is:

540 Brickell Key Drive #923  
Miami, Florida 33131

The name of the initial registered agent of this Corporation at such address is:

Maria Castro

**ARTICLE VI - INCORPORATOR**

The name and address of the initial incorporator and of this Corporation:

Maria Castro  
LAROC & CO., INC.  
540 Brickell Key Drive #923  
Miami, Florida 33131

**ARTICLE VII - BOARD OF DIRECTORS AND OFFICERS**

The number of directors and officers may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial Director is:

Maria Castro  
LAROC & CO., INC.  
540 Brickell Key Drive #923  
Miami, Florida 33131

### ARTICLE VIII - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member associated or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness, both past and future, of any other persons, to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

### ARTICLE IX - DIRECTOR - CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

a) The fact that such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

b) The fact that such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

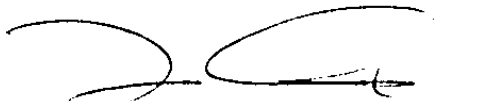
#### ARTICLE X - INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other Corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgements, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of their heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another Corporation, partnership, limited partnership, joint venture, trust or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

#### ARTICLE XI - DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with the law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of March, 1995.

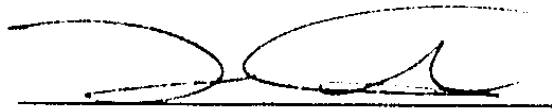


Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of LAROC & CO., INC. at the place designated in the Articles of Incorporation, Maria Castro, hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1981), relative to keeping open such office until such time as shall notify the Corporation of resignation.

Dated this 16th day of March, 1995.



Maria Castro

FILED  
MAR 17 1995  
CLERK OF DISTRICT COURT  
SOUTH DAKOTA  
SIOUX FALLS

STATE OF FLORIDA  
OFFICE OF THE COMPTROLLER  
APPLICATION FOR REFUND  
**P95000021883**

Section 215.26, Florida Statutes, states in part: "An application for refund shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to the refund has accrued else such right shall be forever barred. The 3-year period is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money."

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Laroc & Co., Inc. EIN or SS#: \_\_\_\_\_

Address: ATTN: MARTA CASTRO  
6630 S.W. 72ND COURT

MIAMI, FL 33143-2907

Amount: \$87.50 Date Paid \_\_\_\_\_

Reason for claim: No longer wishes to file the amendment for LAROC & CO., INC.  
(Doc. #P95000021883)

Amend. - D. Connell

Certified true and correct this 6th day of March, 1996.

Signature \_\_\_\_\_

\* Must be completed if authority is other than Section 215.26, Florida Statutes.

*For Agency Use Only*

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 87.50

The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. 01013-032 dated 02/09/96.

Name of Account \_\_\_\_\_  
**45202130001453000000000010000**

Statutory Authority for Collection 607.0122

It is requested that payment be made from the following account:

NAME OF ACCOUNT: \_\_\_\_\_  
**45202130001453000000022002000**

Certified true and correct this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Department of State, Division of Corporations \_\_\_\_\_  
(Agency) (Authorized Signature and Title)

**BICHARA & CEBALLOS P. A.**  
CERTIFIED PUBLIC ACCOUNTANTS

RICARDO BICHARA C.P.A.  
GUSTAVO CEBALLOS C.P.A.

February 29, 1996

Darlene Connell  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Ms. Connell;

The President of Laroc & Co., Inc. has decided not to change  
the name of the corporation after all.  
Please return the fee of \$87.50 to:

**Laroc & Co., Inc**  
**Maria Castro**  
**6630 S.W. 72nd Court**  
**Miami, Florida 33143-2907**

Thanking you in advance



Gustavo Ceballos C.P.A.



Charter Number Only

2/8/96

RECEIVED  
96 FEB - 01 AM 10:33  
DIVISION OF REGISTRATION

VALIDATION ONLY

Requester's Name  
Richard & Celallos  
Address  
848 Brickell Ave #1010  
MINNIE FL 33131  
City State ZIP Phone

371-5254

200001711252  
-02/09/96--01013--032  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

CORPORATION(S) NAME

LAROC & COMPANY, Inc.

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Disolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 9, 1996

EMPIRE

SUBJECT: LAROC & CO., INC.  
Ref. Number: P95000021883

We have received your document for LAROC & CO., 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):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

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

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The current name of the entity is as referenced above. Please correct your document accordingly.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.



FLORIDA DEPARTMENT OF STATE

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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

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) 487-8906.

Darlene Connell  
Corporate Specialist

Letter Number: 896A00005842