

P95000025277

ROTHMAN & TOBIN, P.A.

ATTORNEYS AT LAW

BISCAYNE CENTRE - SUITE 740

11000 BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

TELEPHONE (305) 895-3225

TELEFAX (305) 895-7175

BROWARD OFFICE

55 WESTON ROAD

SUITE 305

FORT LAUDERDALE, FLORIDA 33326

(305) 389-7188

MICHAEL ROTHMAN

MICHAEL S. TOBIN

February 15, 1994

PLEASE REPLY TO
MIAMI OFFICE

Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Attention: Division of Corporations

Re: MONTROSE, INC.

Gentlemen:

In connection with the above-mentioned corporation, we are enclosing herewith the original and one copy of the Articles of Incorporation, together with the original Certificate Designating Resident Agent, for filing in your office.

We also enclose herewith our check in the amount of \$122.50, representing the fee for filing of Articles of Incorporation (\$35.00), filing of the Certificate Designating Resident Agent (\$35.00), and a certified copy of the Articles of Incorporation (\$52.50) as filed with your office, to be returned to us for our file.

Thank you for your cooperation in filing the enclosed Articles and returning a certified copy to our office.

Very truly yours,

ROTHMAN & TOBIN, P.A.

Michael Rothman

Michael Rothman

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****122.50 ****122.50

DMC/3/29/95

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FILED
95 MAR 27 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 14, 1995

MICHAEL ROTHMAN, ESQ.
11900 BISCAYNE BLVD.
SUITE 740
MIAMI, FL 33181

SUBJECT: MONTROSE, INC.
Ref. Number: W95000005711

We have received your document for MONTROSE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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.

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) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 695A00011428

ARTICLES OF INCORPORATION
OF
MONTROSE INTERNATIONAL, INC.

FILED

95 MAR 27 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is:

MONTROSE INTERNATIONAL, INC.

ARTICLE II

NATURE OF BUSINESS

The general purposes for which the Corporation is organized are the following;

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of four hundred shares (400) of common stock with a value of One Dollar (\$1.00) par value per share.

ARTICLE IV

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 pro

rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 2001 Tigertail Avenue, Miami, Florida 33133, or such other place of business as may be determined and fixed by the Board of Directors from time to time. The Registered Agent of this Corporation shall be SAUL ROSENBERG located at 2001 Tigertail Avenue, Miami, Florida 33133.

ARTICLE VIII

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE IX

DIRECTORS

The number of directors of the Corporation shall be not less than two (2) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SAUL ROSENBERG	2001 Tigertail Avenue Coconut Grove, Florida 33133
ELAINE ROSENBERG	3901 Leane Drive Tallahassee, Florida 32308

ARTICLE X

SUBSCRIBERS

The name and address of each subscriber to the capital stock of this Corporation, and the number of shares of stock each agrees to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
SAUL ROSENBERG	2001 Tigertail Avenue Coconut Grove, Florida 33133	200
ELAINE ROSENBERG	3901 Leane Drive Tallahassee, Florida 32308	100
SHARI GLOVER	1732 N.E. 174 Street North Miami Beach, Florida 33162	25
MARC ROSENBERG	601 West Fifth Street Apartment #12 Tempe, Arizona 85281	25
ELLEN KATZ	c/o David Katz, Esquire 29 Wendell Avenue Pittsfield, Massachusetts 01201-6300	25
DAVID ROSENBERG	c/o Lucille Rosenberg 21216 Harbor Way, #155 North Miami Beach, Florida 33180	25

ARTICLE XI

CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any

way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

ARTICLE XII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XIII

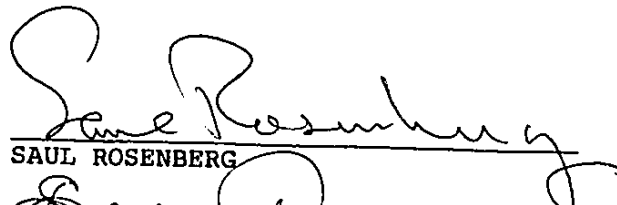
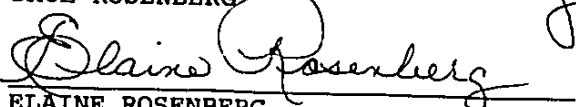
The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its Stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the

stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

WHEREAS, this Corporation is and shall be a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code and there is not now outstanding any offering or portion thereof of this Corporation to sell or issue any of its stock except as provided in Article III of these Articles of Incorporation, being a sale to the original subscribers, who were issued or will be issued a total of 400 shares authorized, which is the maximum amount that can be issued within one year from this date in accordance with the plan adopted by the Board of Directors.

WHEREAS, it is further deemed advisable that the subscription, sale and issue of such shares be effectuated in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code. The Corporation, and the parties hereto, are authorized to and shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954 amended, and the regulations issued thereunder.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.


SAUL ROSENBERG

ELAINE ROSENBERG

STATE OF FLORIDA)

ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared the above within named SAUL ROSENBERG and ELAINE

ROSENBERG, to me well known and known by me to be the persons who executed the foregoing Articles of Incorporation of MONTROSE INTERNATIONAL, INC., and they acknowledged before me, according to Law, that they made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in the County and State last aforesaid this 23rd day of March, 1995.


NOTARY PUBLIC, STATE OF FLORIDA



MICHAEL ALAN ROTHMAN
My Commission CC348228
Expires Jan. 30, 1998
Bonded by ANG
800-862-5878

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

FILED
95 MAR 27 PM 1:00
CLERK OF DISTRICT COURT
TREASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That MONTROSE /^{INTERNATIONAL,} INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 2001 Tigertail Avenue, Miami, Florida 33133, has named SAUL ROSENBERG, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provision of said Act relative to keeping open said office.

MONTROSE, INC.

By

Saul Rosenberg
Saul Rosenberg
Registered Agent

P95000025277

SAUL ROSENBERG
2001 TIGERTAIL AVENUE
MIAMI, FLORIDA 33133
(305) 854-7178

96 MR 20 PM 2:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 18, 1996

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

000001751150
-03/20/96--01076--009
*****35.00 *****35.00

Gentlemen,

Attached please find my check for \$ 35.00 covering the
filing fee for the 'articles of dissolution' which is
also attached.

My telephone number and return address are as shown above.

Very truly yours,

Saul Rosenberg
Saul Rosenberg

Corzabolds
Linda

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Montrose International, Inc.

SECOND: The articles of incorporation were filed on: March 27, 1995

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 12 day of February, 19 1996

Signature

Saul Rosenberg
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Saul Rosenberg

(Typed or printed name)

President

(Title)

96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
MR 20 PM 2:35