

03/09/95 1460000 35483

5/7/95 FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
((H95000005077)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FAG-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839

((H95000005077)))
 NAME: DIMAC INTERNATIONAL, INC.
 FAX AUDIT NUMBER: H95000005077
 DATE REQUESTED: 03/03/1995
 CERTIFIED COPIES: 1
 NUMBER OF PAGES: 10
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 TIME REQUESTED: 13:30:03
 CERTIFICATE OF STATUS: 0
 METHOD OF DELIVERY: FAX
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5/05/95

FLOKIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

1:30 PM

FILED
JUN -5 PM 2:49
SECRETARY OF THE ARMY
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

DIMAC INTERNATIONAL, INC

FILED
55 MAY -5 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized:

ARTICLE I

CORPORATE NAME

The names of this Corporation shall be:

DIMAC INTERNATIONAL, INC

ARTICLE II

TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Corporation Act, as in effect from time to time.

Prepared by: Alex Martinez
8601 Biscayne Blvd.
Miami, FL 33138
(305) 751-5656

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The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To conduct and operate a business engaged, in any lawful manner, among other things, in the purchasing, leasing or otherwise to acquire all kind of automobiles, trucks, equipments, parts and accessories, and to sale, import, export, convey, repair, exchange, lease and otherwise to dispose of such automobiles, equipments and merchandise, without limitation.

B) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire; and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in deal in and with goods, wares, merchandise, personal property and services of every class, kind and description.

C) To act as a broker, agent or factor for any person, firm or corporation.

D) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest herein.

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E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

G) To enter into make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof

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or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and in any foreign countries.

J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent

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permitted by the laws of the State of Florida and of the United States of America.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporators or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction on transfer:

A) Each shareholder shall offer to the remaining shareholder or to this corporation a thirty (30) days "first refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation.

The shareholders of the Corporation shall have pre-emptive right to acquire unissued or treasury shares of capital

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stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation.

Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon to stock record of the Corporation.

ARTICLE V
INITIAL CAPITAL

The amount of the capital with which this corporation may begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI
DIRECTOR

This Corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial Director who shall hold office until his successor or successors are elected and have qualified are as follows:

MAURICIO ALVAREZ
2391 WEST 66th PLACE
HIALEAH, FL 33016

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ARTICLE VII

OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
ARMANDO SALAZAR	6212 SW 107th AVE MIAMI, FL 33173	PRESIDENT
HERBERT COSTE	5058 NW 74th AVE MIAMI, FL 33166	VICE-PRESIDENT
MAURICIO ALVAREZ	2391 WEST 66th PLACE HIALEAH, FL 33016	TREASURER MANAGING DIRECTOR
DIANA SALAZAR	6212 SW 107th AVE MIAMI, FL 33173	SECRETARY

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

The corporation's Resident agent for service in the State of Florida shall be:

MAURICIO ALVAREZ
2391 WEST 66th PLACE
HIALEAH, FL 33016

The address of the Registered Office of this Corporation shall be:

2391 WEST 66th PLACE
HIALEAH, FL 33016

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ARTICLE IX
AMENDMENTS

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

ARTICLE X
INCORPORATOR

The name and mailing address of the incorporator are as follows:

MAURICIO ALVAREZ
2391 WEST 66th PLACE
HIALEAH, FL 33016

IN WITNESS WHEREOF, the above-named Incorporator, Director and Registered Agent has hereunto subscribed his name, this
5th day of May, 1995



MAURICIO ALVAREZ
INCORPORATOR, DIRECTOR
and REGISTERED AGENT

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 807.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: DIMAC INTERNATIONAL, INC

2. The name and address of the registered agent and office is:

MAURICIO ALVAREZ


(NAME)

2391 WEST 66th PLACE

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33016

(CITY/STATE/ZIP)

SIGNATURE 

(corporate officer)

TITLE Incorporator

DATE 05/05/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE 05/05/95

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FILED
95 MAY -5 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Requestor's Name
6212 SW 107 Ave.
Address
Miami Fl 33173
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #) 500001708965
-02/07/96--01018--004
2. _____ (Corporation Name) (Document #) ****105.00 ****+35.00
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of State

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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36 FEB -6 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2+1 96

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF DADE

I, Diana Salazar, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct.

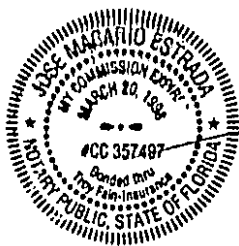
I, Diana Salazar hereby resign as Secretary of DIMAC INTERNATIONAL, INC., a Florida corporation.

That the corporation has been notified in writing of the resignation.

Diana Salazar
Diana Salazar

Sworn to and subscribed before me this 30th day of January, 1996, by Mrs. Diana Salazar, whom I know personally.

Jose Macario Estrada
Jose Macario Estrada
Notary Public
State of Florida



36 FEB -6 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Armando Salazar

Requestor's Name

6212 SW 107 Ave.

Address

Miami Fl 33173

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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****105.00 *****35.00

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

36 FEB -6 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2.6.96

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF DADE

I, Armando Salazar, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct.

I, Armando Salazar hereby resign as President of DIMAC INTERNATIONAL, INC., a Florida corporation.

That the corporation has been notified in writing of the resignation.

Armando Salazar
Armando Salazar

Sworn to and subscribed before me this 30th. day of January, 1996, by Mr. Armando Salazar, whom I know personally.

Jose Macario Estrada
Jose Macario Estrada
Notary Public
State of Florida



FILED
36 FEB -6 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA