

REFERENCE : 598881

86G5A

AUTHORIZATION :

COST LIMIT :

ORDER DATE : May 15, 1995

ORDER TIME : 11:21 AM

ORDER NO. : 508881

CUSTOMER NO:

86651

100001487411

CUSTOMER: Sheila Baldy, Legal Assistant

STEPHEN STONE, ESQ.

725 North Magnolia Avenue

Orlando, FL 32803

# DOMESTIC FILING

NAME:

UNITED EXPERTS OF FLORIDA,

INC.

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN NAY 1 6 1995

FILED

95 MAY 15 M 8 12

SECRETARY STATE
TALLAHASSEE, TAREA

#### ARTICLES OF INCORPORATION

OF

UNITED EXPERTS OF FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

# ARTICLE I. NAME

The name of the corporation shall be: UNITED EXPERTS OF FLORIDA, INC.

The address of the principal office of this corporation shall be 311 Circle Drive, Maitland, Florida 32751, and the mailing address of the corporation shall be the same.

### ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

# ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5.00 par value per share.

# ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 725 North Magnolia Avenue, Orlando, Florida 32803, and the name of the initial registered agent of the corporation at that address is Stephen M. Stone.

# ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

# ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Ruymar Andrade Dir./Pres./Sec./Treas. 311 Circle Drive Maitland, Florida 32751

### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on May 15, 1995.

CORPORATION SERVICE COMPANY

By: Ohece.

KBR/jwk

# ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT the appointment of registered agent. I am familiar with and accept the obligations of Section 607.325, Florida Statutes.

STEPHEN M. STONE 725 North Hagnolia Avenue Orlando, Florida 32803

SECTION SEED AND TO THE PROPERTY OF THE PROPER



95 HAY 17 PH 3: 08 DIVISION OF CORPORATION

ACCOUNT NO. : 972198899032

REFERENCE : 598881

8665A

AUTHORIZATION

COST LIMIT :

ORDER DATE : May 15, 1995

ORDER TIME : 1:53 PM

ORDER NO. : 598881

800001492488

CUSTOMER NO:

8665A

CUSTOMER: Sheile Beldy, Legal Assistant

Stephen Stone, Eeq

725 North Magnolia Avenue

Orlando, FL 32803

# DOMESTIC AMENDMENT FILING

NAME:

UNITED EXPERTS OF FLORIDA.

INC.

XX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moren

EXAMINER'S INITIALS:

#### ARTICLES OF AMENDMENT

TO

### ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of UNITED EXPERTS OF FLORIDA, INC. shall be amended to read as follows:

# ARTICLE I. NAME

The name of the corporation shall be:
UNITED EXPORTERS OF FLORIDA, INC.

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 17th day of May, 1995.

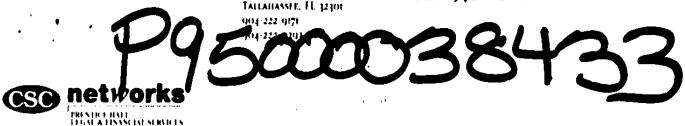
Corporation Service Company Incorporator

1

BY: Its Agent, Gail Shelb

1201 HAYS STREET TALLAHASSEE, FL 32301

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 939437

86654

AUTHORIZATION :

COST LIMIT

ORDER DATE: Lay 2, 1996

ORDER TIME: 9:53 AM

ORDER NO. : 939437

CUSTOMER NO: 8665A

6000001905126

CUSTOMER: Stephen Stone, Esq Stephen Stone, Esq

725 North Magnolia Avenue

Orlando, FL 32803

# DOMESTIC FILINGS

NAME:

UNITED EXPORTERS OF FLORIDA,

INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

ARTICLES OF DISSOLUTION OF UNITED EXPORTERS OF FLORIDA, INC.

The undersigned do hereby, for the purpose of desolving UNITED EXPORTERS OF FLORIDA, INC., under the laws of the State of Florida, and to that end, certify to the facts as herein set forth as required by law.

#### ARTICLE I

#### NAHE

The name of the corporation is UNITED EXPORTERS OF FLORIDA, INC.

#### ARTICLE II

#### **OFFICERS**

The officers of this corporation as of this date are as follows:

President

Ruymar Andrade 575 Palmer Avenue Winter Park, FL 32789

Secretary:

Ruymar Andrade 575 Palmer Avenue Winter Park, FL 32789

Treasurer:

Ruymar Andrade 575 Palmer Avenue Winter Park, FL 32789

#### ARTICLE III

#### **DIRECTORS**

The directors of this corporation as of this date are as follows:

Ruymar Andrade 575 Palmer Avenue Winter Park, FL 32789

#### ARTICLE IV

#### <u>LIABILITIES</u>

We hereby certify that all debts, obligations, and liabilities of UNITED EXPORTERS OF FLORIDA, INC., have been paid or discharged.

#### ARTICLE V

### ASSETS

We hereby certify that all assets of the corporation have been distributed and that there is no property remaining for distribution to shareholders.

#### ARTICLE VI

# LITIGATION OR ACTIONS

We hereby certify that there are no actions pending against UNITED EXPORTERS OF FLORIDA, INC., in any court and that none are anticipated.

#### ARTICLE VII

#### CONSENT TO DISSOLUTION

Attached hereto is Minutes of the Special Meeting of the Board of Directors of UNITED EXPORTERS OF FLORIDA, INC., reflecting the election to dissolve by act of the corporation.

Attached hereto is Minutes of the Special Meeting of the Stockholders of UNITED EXPORTERS OF FLORIDA, INC., reflecting the election to dissolve by act of the corporation. The number of votes cast for dissolution was sufficient for approval of same.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of UNITED EXPORTERS OF FLORIDA, INC., have hereunto set their hands and seals at Winter Park, Orange County, Florida, this day of \( \sum\_{\text{log}} \) \( \sum\_{\text{log}} \), 1996.

Identification produced:

- personally Known

Sworn to and subscribed before me this 1st day of May, 1996.

Motary Public Signature

Notary Public Printed Name

SHELA A. BALDY
MY COMMISSION & CO. 42:1534
EXPIRES: February 28, 1009
Borned Tinu Holary Public Underwitters

Ruymar Andrade, President

Ruymar Andrade, Secretary

### MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF UNITED EXPORTERS OF FLORIDA, INC.

A special meeting of the Board of Directors of the corporation was held at the corporate office on April 29, 1996, at 10:00 a.m., pursuant to a written Waiver of Notice signed by all such directors, which Waiver of Notice was thereupon ordered filed with the Hinutes of this meeting.

The following directors were present: Ruymar Andrade, being the sole director of the corporation.

The following resolution was then considered and approved:

WHEREAS, UNITED EXPORTERS OF FLORIDA, INC., will, effective of the corporation, 1996, cease carrying on the business of the corporation, except insofar as may be necessary for the winding up of the affairs of the corporation; be it

RESOLVED, that upon approval by the stock-holders of the corporation, UNITED EXPORTERS OF FLORIDA, INC., shall cease to do business as of Namy 1514, 1996.

FURTHER RESOLVED, upon approval by the stockholders of the corporation, Articles of Dissolution shall be filed with the office of the Secretary of State of the State of Florida pursuant to Chapter 607, Florida Statutes.

There being no further business to come before the meeting, it was adjourned.

Ruymar Andrade, Chairman

Dated: April 29, 1996

Ruymar Andrade, Secretary

#### WAIVER OF NOTICE

We, the undersigned directors of the corporation, hereby agree and consent that the special meeting of the Board of Directors be held at the date, time, and place stated below and for the purposes stated below and the transaction thereat of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting:

April 29, 1996

Time of meeting:

10:00 a.m.

Place of meeting:

Corporate Office

Purpose of meeting:

Dissolution of corporation/

Dated: April 29, 1996

Ruymar Andrade

# HINUTES OF THE SPECIAL MEETING OF STOCKHOLDERS OF UNITED EXPORTERS OF FLORIDA, INC.

A special meeting of the stockholders of the above-captioned corporation was held on the date, time, and at the place set forth in the Notice to stockholders, fixing such time and place, and prefixed to the Minutes of this meeting.

The meeting was called to order by the Chairman, Ruymar Andrade, and the proposed dissolution of the corporation was considered and the Articles of Dissolution were presented to the meeting. After discussion, upon motion duly made, seconded, and carried, it was

RESOLVED, that the number of votes cast for dissolution of the corporation was sufficient for approval of same; and

FURTHER RESOLVED, that the corporation be dissolved; and

RESOLVED, that the appropriate officers of the corporation are directed to the business operations o £ the corporation, except insofar as mav necessary for the winding up thereof, and to mail notice of intent to dissolve to all known creditors of and claimants againot corporation, and to take such further action as may be necessary or appropriate to carry out the intent of this resolution.

There being no further business to come before the meeting, upon motion duly made, seconded, and unanimously carried, the same was adjourned.

Dated: April 29, 1996

Ruymar Andrade, Chairman

Ruymar Andrade, Secretary

#### WAIVER OF NOTICE

We, the undersigned stockholders of the corporation, hereby agree and consent that the special meeting of stockholders be held at the date, time, and place stated below and for the purposes stated below and the transaction thereat of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting:

April 29, 1996

Time of meeting:

10:00 a.m.

Place of meeting:

Corporate Office

Purpose of meeting:

Dissolution of corporation

Dated: April 29, 1996

Ruymar Andrade

UNIPAT, INC.

Ruymar Andrade, President