

**PA 5000040863**

RECEIVED  
MAY 11 11:06  
DIVISION OF CORPORATION

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

000001483930  
-05/11/95--01030--023  
\*\*\*1260.00 \*\*\*\*+70.00

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

C & F SERVICES CORP.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in    ☐ Pick up time 2    ☐ Certified Copy
- ☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input checked="" 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

W95-10038  
00678 00507 00671

FILED  
95 MAY 24 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 11, 1995

AMERILAWYER

SUBJECT: C & F SERVICES CORP.  
Ref. Number: W95000010036

We have received your document for C & F SERVICES CORP. and check(s) totaling \$1260.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6927.

Kanut Khosla  
Corporate Specialist

Letter Number: 695A00024040

**ARTICLES OF INCORPORATION**  
**OF**  
**C.D. & F. SERVICES CORP.**

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 807 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **C.D. & F. SERVICES CORP.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 782 Northwest 134 Avenue, Miami, Florida 33182 and the mailing address is the same.

**ARTICLE 4 - INCORPORATORS**

The names and street addresses of the incorporators of this Corporation are Carmelo Delgado and Fe Delgado whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Carmelo Delgado
Vice-President:	Fe Delgado
Secretary:	Fe Delgado
Treasurer:	Carmelo Delgado

FILED  
MAY 24 AM 11:04  
CLERK OF STATE  
TALLAHASSEE, FLORIDA



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Carmelo Delgado  
Fe Delgado

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 14 - EFFECTIVE DATE**

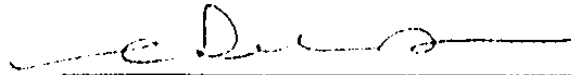
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10 May 1995.



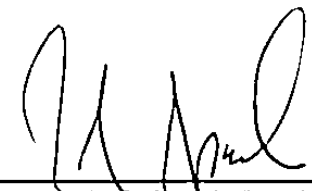
Carmelo Delgado, Incorporator

  
Fe Delgado, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
Lawrence J. Spiegel, President

ART29MC SUB

FILED  
95 MAY 24 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



PEDRO ESTALELLA, JR., CTP, CPTx, LUTC  
CERTIFIED TAX PROFESSIONAL  
CERTIFIED PRACTITIONER OF TAXATION

OFFICE: (305) 261-9292 FAX: 261-9300

ESTALELLA & ASSOCIATES, INC., 7481 SW 8 STREET, MIAMI, FL 33144-4547

• INCOME TAX • ACCOUNTING • INSURANCE • TRANSLATIONS • NOTARY PUBLIC •

12/22/95

**P95000040863**

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

RE: C.D. & F. Services Corp.  
Florida Corp. Charter #P95000040863  
FEIN 65-0584325

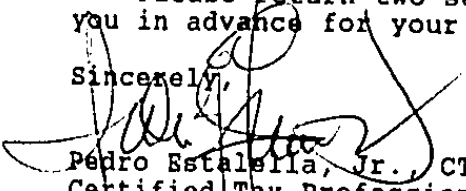
FILED  
95 DEC 29 AM 8:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Gentlemen:

Enclosed please Articles of Amendment to the Articles of Incorporation, executed in triplicate, for C.D. & F. Services Corp., and check #2599, in the amount of \$35.00, to cover the required fees.

Please return two sets of the filed document to our office. Thank you in advance for your attention to this matter.

Sincerely,

  
Pedro Estalella, Jr., CTP, CPTx, LUTC  
Certified Tax Professional  
Certified Practitioner of Taxation  
Licensed Multi-Lines Insurance Agent

100001673591  
-12/29/95--01003--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

/ece

enclosures: 3 sets & check

cc: 1687-SER  
Rec. 2534

*Amend*  
*SP*



ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
C.D. & F. Services Corp.  
FLORIDA CHARTER No. P950000400063

FILED

95 DEC 29 AM 8:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. ARTICLE 7 of the Articles of Incorporation of this corporation is amended to read as follows:

The maximum number of shares that the Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having non-par value.

2. ARTICLE 3 of the Articles of Incorporation of this corporation is amended to read as follows:

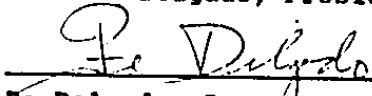
The mailing address of the corporation is C.D. & F. Services Corp., c/o Estalella & Associates, Inc., 7481 SW 8 St., Miami, FL 33144-4547.

3. The foregoing Amendment was unanimously adopted by all of the shareholders of this corporation on 12/22/95.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Incorporation, in triplicate, on 12/22/95.

  
Carmelo Delgado, President

OFFICIAL CORPORATE SEAL  
C.D. & F. SERVICES CORP.  
FLORIDA 1995

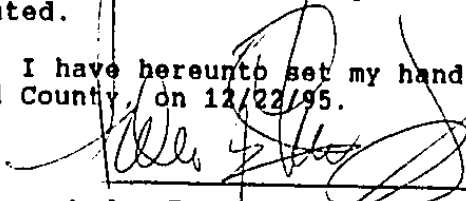
  
Fe Delgado, Secretary

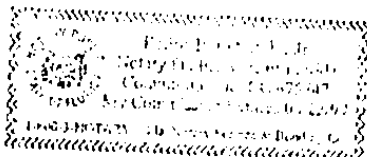
ACKNOWLEDGEMENT AND CERTIFICATION BY NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Carmelo Delgado and Fe Delgado, well known to me, and known to me to be the persons who executed the foregoing Articles of Amendment to the Articles of Incorporation, of a total of one (1) pages, including this page, and who acknowledged that they executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the aforesaid State and County, on 12/22/95.

  
Pedro Estalella, Jr.  
Notary Public State of Florida at Large  
7481 SW 8 St., Miami, FL 33144-4547



**P95000040863**  
PEDRO ESTALELLA, JR., CTP, CPTx, LUTC  
CERTIFIED TAX PROFESSIONAL  
CERTIFIED PRACTITIONER OF TAXATION

OFFICE: (305) 261-9292 FAX: 261-9300

ESTALELLA & ASSOCIATES, INC., 7481 NW 8 STREET, MIAMI, FL 33144-4347

• INCOME TAX • ACCOUNTING • INSURANCE • TRANSLATIONS • NOTARY PUBLIC •

07/02/96

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

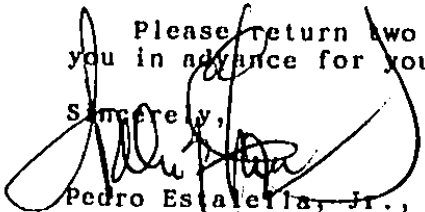
RE: C.D. & F. Services Corp.; FEI No. 65-0584325;  
CHARTER No. P95000040863

Gentlemen:

Enclosed please Articles of Voluntary Dissolution, in triplicate,  
for C.D. & F. Services Corp., and a check in the amount of \$35.00, to  
cover the required fees.

Please return two sets of the filed document to our office. Thank  
you in advance for your attention to this matter.

Sincerely,

  
Pedro Estalella, Jr., CTP, CPTx, LUTC  
Certified Tax Professional  
Certified Practitioner of Taxation  
Licensed Multi-Lines Insurance Agent

/ece

enclosures: 3 sets & check #2815

FILED  
96 JUL -8 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SH 7/10  
Diss

ARTICLES OF  
VOLUNTARY DISSOLUTION OF  
C.D. & F. Services Corp.

FLORIDA CHARTER No. P95000040863


FILED  
65 JUL -8 PM 3:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE


1. ARTICLE 1, C.D. & F. Services Corp., a corporation organized under the laws of the State of Florida, ceased operations on 12/31/95, and hereby files these Articles of Voluntary Dissolution, with the Secretary of State for the purpose of terminating it's existence and thus eliminate the need for Administrative Dissolution.

2. ARTICLE 2, The foregoing Articles of Voluntary Dissolution document was unanimously approved and adopted by the all of the directors and shareholders of the aforesaid corporation, during a Joint Special Meeting of the Shareholders and Board of Directors of the said Corporation, held on 06/25/96.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Voluntary Dissolution, in triplicate, on 06/25/96.

OFFICIAL CORPORATE SEAL  
C.D. & F. SERVICES CORP.  
FLORIDA 1995

  
Carmelo Delgado, President

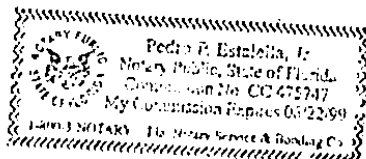
  
Fe Delgado, Secretary

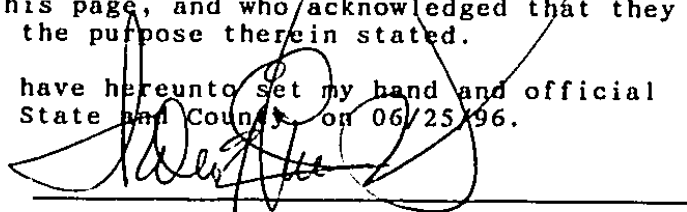
ACKNOWLEDGEMENT AND CERTIFICATION BY NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Carmelo Delgado and Fe Delgado, well known to me, and known to me to be the persons who executed the foregoing Articles of Voluntary Dissolution, of a total of one (1) page, including this page, and who acknowledged that they executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the aforesaid State and County, on 06/25/96.

  
Pedro E. Estalella, Jr.  
Notary Public, State of Florida  
Commission No. CC 475747  
My Commission Expires 03/22/99  
I am a Notary Public for the State of Florida

  
Pedro Estalella, Jr.  
Notary Public State of Florida at Large  
7481 SW 8 St., Miami, FL 33144-4547