

# P95000043589

**TAX-MACK USA, INC.**

1200 N.W. 95th Street  
MIAMI, FLORIDA 33147

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

693-5195

100001493661  
-05/18/95--01093--010  
\*\*\*\*122.50 \*\*\*\*122.50

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

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

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

FILED  
95 JUN -6 AM 7:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

W95-10668  
789,502,611,706,671

B. REGISTER MAY 31 1995

555,611,671

Examiner's Initials

SAB  
5/19/95



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 19, 1995

J.D. MACK  
TAX-MACK USA, INC.  
1200 N.W. 95TH ST.  
MIAMI, FL 33147

SUBJECT: WOW, INC.  
Ref. Number: W95000010668

We have received your document for WOW, 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.

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6926.

Sheldon Bream  
Document Specialist

Letter Number: 395A00025808



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 31, 1995

J.D. MACK  
TAX-MACK USA, INC.  
1200 N.W. 95TH ST.  
MIAMI, FL 33147

SUBJECT: WOW PRODUCT SALES, INC.  
Ref. Number: W95000010668

We have received your document for WOW PRODUCT SALES, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The registered agent must sign accepting the designation.

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) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 795A00027234

**FILED**  
95 JUN -6 AM 7:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION OF WOW PRODUCTS SALES, INC.

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be

WOW PRODUCTS SALES, INC. and

it's principal place of business shall be 2155 N.E. 122 ROAD .  
Miami, Fl 33181 with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida except as may be restricted under these Articles and it's By-laws.

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CERTIFICATE OF INCORPORATION OF WOW PRODUCT SALES, INC.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this Corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin, shall be not less than five hundred (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be 2155 N.E. 122ND ROAD

MIAMI, FL 33181

ARTICLE VII

The number of Directors of said corporation shall be provided in the By-laws but in no event shall the number be less than one (1) nor more than five (5).

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CERTIFICATION OF INCORPORATION OF WOW PRODUCT SALES, INC.

ARTICLE VIII

The names and post office address of the members of the First Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-laws:

T.B. BERRY 2155 NE 122 RD MIAMI, FL 33181

MAXINE BERRY 2155 NE 122 RD MIAMI, FL 33181

ODDIE BERRY 2155 NE 122 RD MIAMI, FL 33181

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furnishing security for it's indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings within or without the State of Florida. The corporation may in it's By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

ARTICLE X

Amendments and revisions, including alteration of any provision, of these Articles, and the by-laws, shall be by the shareholders or by a majority vote of shareholders voting, in

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CERTIFICATION OF INCORPORATION OF WOW PRODUCTS SALES, INC.

the manner now or hereafter prescribed by the Statutes.

BY-LAWS

The power to adopt, alter or repeal by laws shall be vested in the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite

name:

<u>NAMES</u>	<u>NUMBER OF SHARES</u>
T.B. BERRY	51%
MAXINE BERRY	44%
ODDIE BERRY	5%

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless approved by the President of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special Meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written notice.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share

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CERTIFICATE OF INCORPORATION OF WOW PRODUCT SALES, INC.

represented at the meeting and entitled to vote on the subject matter shall be act of the shareholder.

ARTICLE XIV

RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this Corporation.



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CERTIFICATE OF INCORPORATION OF WOW PRODUCTS SALES, INC.

ARTICLE XVII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to full extent permitted by law.

ARTICLE XXI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any

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CERTIFICATE OF INCORPORATION OF WOW PRODUCT SALES, INC.

Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand-delivered to the Stockholders at the following address:

ARTICLE XXIII

The name and address of the subscribers to these articles are

T.B. BERRY 2155 N.E. 122ND RD, MIAMI, FL 33181

MAXINE BERRY 2155 N.E. 122ND RD, MIAMI, FL 33181

ODIA BERRY 2155 N.E. 122ND RD, MIAMI, FL 33181

J.B. Berry  
SIGNATURE

Maxine Berry  
SIGNATURE

X Odia L. Berry  
SIGNATURE

ARTICLE XXIV

The Resident Agent of this Corporation is

J. D. MACK  
1200 N.W. 95TH STREET  
MIAMI, FL 33147

I, J. D. MACK Hereby am familiar with and accept the duties and responsibilities as registered agent for the said Corporation.

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CERTIFICATE OF INCORPORATION WOW PRODUCT SALES, INC.

We, the above name subscribers and Resident Agent hereunto set  
our hand and seal this 10 TH day of APRIL 1995.

STATE OF FLORIDA)

S.S

COUNTY OF DADE)

BEFORE ME personally appeared J. D. MACK., T.B. BERRY, MAXINE  
BERRY AND ODIA BERRY

to me well known and known by me to be the same people who  
executed the above and foregoing instrument and acknowledged that  
they signed, sealed, and delivered the same as their free act  
deed as setforth therein.

WITNESS MY HAND AND OFFICIAL SEAL THIS 14 DAY OF

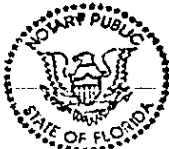
April 19 95.

Deann

NOTARY PUBLIC STATE OF FLORIDA AT  
LARGE

MY COMMISSION EXPIRES:

**D V MARSH**



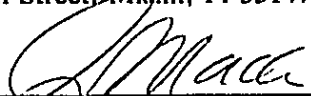
OFFICIAL NOTARY SEAL  
D V MARSH  
COMMISSION NO. CC716591  
MY COMMISSION EXP. JUNE 21, 1996

**FILED**  
95 JUN -6 AM 7:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 31, 1995

Department of State  
Division of Corporation  
New Filing Section  
P. O. Box 6327  
Tallahassee, Fl 32314

I, J. D. Mack , having been designated to serve as the Registered Agent for the foregoing Corporation WOW Product Sales, Inc., I hereby accept service of process at 1200 N.W. 95th Street, Miami, Fl 33147.

  
\_\_\_\_\_  
J. D. Mack - Registered Agent