

P95000045509

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 13 AM 10:27

LB 6/13/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>W</i>	_____	_____

WALK-IN Will Pick Up *LB* _____

RE: Derard, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 AM 10:27

ARTICLES OF INCORPORATION
OF
DERARD INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporation for profits.

ARTICLE I

The name of the corporation shall be:

DERARD INC.

Its business shall be carried on in the County of Dade, State of Florida and in the United States of America and foreign countries.

ARTICLE II

The general nature of the business or businesses to be transacted by the said corporation shall be:

a. To conduct, operate, carry on and engage in the business of transporting people from one location to another, including, but not exclusively, taxi service; and engaging in any and all activities in any way incidental or connected thereto.

b. To transact the business of real estate agent, or broker and on behalf of other, to buy, sell, deal in, lease, rent and manage real estate and any interest therein.

c. To purchase and manage houses, home buildings of every kind and character whatsoever.

d. To subdivide, plat or otherwise improve lands, and real

estate, including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, wells and canals.

e. To manufacture, buy, sell, trade and generally deal in brick, stone, lumber, cement, and any and all materials capable of use in the construction of any kind of building and to generally carry on the business of dealers in new and second hand building materials.

f. To finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

g. To conduct a general brokerage agency and commission business for others in the purchase, sale, management, improvement, development and construction of land and buildings and the negotiation of loans thereof, to act as trustee in deeds of trust and mortgages on real and personal property or any evidences of value, to secure them and to act as agents for letting houses and lands and the collection of rents and payment of taxes.

h. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invent, trade, deal in with goods, wares, merchandise and real and personal property or every class and description.

i. To acquire and pay for in cash, stocks or bonds of this corporation or otherwise the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association or corporation.

j. To guarantee, purchase, hold, sell, assign, transfer,

mortgage, pledge, or otherwise dispose of shares of the capital stock or bonds, securities or evidences of indebtedness of or created by any other corporation or corporations organized under the laws of this State, country, nation or government, or foreign government, and while the owner thereof, to exercise all the rights, powers and privileges or ownership.

k. To issue bonds, debentures, or obligations of this corporation and to secure the same by mortgage, pledge, deed or trust.

l. To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use could cause any impairments of its capital and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

m. To have one or more offices to carry on all or any of its operations and business and without restrictions, or limit as to the amount, to purchase or otherwise acquire, hold, own mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, districts, territories, or colonies of the United States, or foreign countries.

n. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, sell, assign or otherwise dispose of, formulas, secret processes, distinctive mark, improvements, processes, trade marks, trade names, copyrights, patents, licenses, concessions and the like, whether used in

connection with or secured under letters patent or issued by any country or authority and to issue, exercise, develop and grant licenses in respect thereof, or otherwise turn the same to account.

o. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the Act approved June 1, 1925, and the amendments thereof and supplements thereto and to do any and all of the things hereinfore set for the same extent as natural persons might or could do.

p. To purchase, acquire, apply for, secure, hold or own any and all copyrights, trademarks, trade names, and distinctive marks and to license, lease or authorize the use thereof by other persons, firms or corporations, both domestic and foreign.

q. To engage in the carrying of general business or manufacturing and selling electrical and mechanical products, equipment, parts, devices, instruments, specialty products, including research, development, design, maintenance, repair and conversion of electrical and mechanical products, to purchase, lease or otherwise acquire such grounds or buildings as this corporation may need for storage, warehousing, office, factory space, or for any other purposes on its business.

r. To establish, purchase, lease or Lessee, or otherwise acquire, to own, operate, and maintain and to seal, mortgage, lease, lease as Lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

ARTICLE III

The maximum number of shares of stock of this corporation shall be ONE THOUSAND (500) shares of stock said shares having a par value of \$10.00 and be fully paid and nonassessable, all of which shall be common stock. Said shares of stocks shall be issued, sold or transferred only in accordance with the By-Laws of the corporation as the corporation may vary from time to time, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation and such lien shall be superior to all liens of any character and all assignments and transfers of stock of this corporation shall be subject to.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be One Hundred Dollars (\$10,000.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial post office address and the registered office of this corporation in the State of Florida is:

1135 N.E. 125th Street
Miami, FL 33161

The Board of Directors may from time to time move the principal and registered office to any other address in Florida.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by-Laws adopted by the stockholders up to nine directors but shall

never have less than one.

ARTICLE VIII

The name and post office address of the first Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified as follows:

ANDRE DERARD
1135 N.E. 125th Street
Miami, FL 33161

ARTICLE IX

The name and post office address of the incorporator/subscriber to these Articles of Incorporation is:
ANDRE DERARD, 1135 N.E. 125th Street, Miami, FL 33161.

ARTICLE X

Pursuant to Sections 48.091 and 607.164(1h), Florida Statutes, the initial Registered Office and Registered Agent of this corporation shall be Andre Derard, 1135 N.E. 125th Street, Miami, FL 33161.

The Registered Office and Registered Agent may be changed from time to time by filing with the Secretary of State of Florida a certificate designating a new Registered Office and Registered Agent without the necessity of amending these Articles of Incorporation.

Having been named Resident Agent for DERARD INC., I hereby accept to act in this capacity.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand
and seal this 21 th day of April, 1995.

André Derard
ANDRÉ DERARD

FILED STATE
SECRETARY OF CORPORATIONS
95 JUN 13 AM 10:27

STATE OF FLORIDA:
:
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared
ANDRÉ DERARD to me known to be the person described in and who
subscribed the above and foregoing Articles of Incorporation and
who freely and voluntarily acknowledged before me, according to
law, that he made and subscribed the same for the uses and purposes
therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal at Miami, Dade County, State of Florida, this 21
day of April, 1995.

Maria Pilar Albuerne

MARIA PILAR ALBUERNE
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



MARIA P. ALBUERNE
MY COMMISSION # CC 194400 EXPIRES
April 24, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

P95000045509

DAVID MOLIVER

MIAMI, FLORIDA 33131

November 15, 1995

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

Re: Derard, Inc.

Dear Sir:

Enclosed herewith please find Statement of Change of Registered Office or Registered Agent or Both for Corporations for Derard Inc., along with my check in the amount of \$35.00.

Please acknowledge receipt of the enclosed.

Thank you for your cooperation in this matter.

Very truly yours,


David Moliver

DM/pa
Encl.

RECEIVED
NOV 20 1995

NOV 20 AM 9:08

NOV 29 1995

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: DERARD, INC.

1b. The mailing address of the corporation is: 1135 N.E. 121st Street
Miami, FL 33161

1c. Date of incorporation: 6/13/95 Document number: D95000045500

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

1135 N.E. 125th Street
Miami, FL 33161

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

1135 N.E. 121st Street
Miami, FL 33161

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Andre Derard
(Signature of an officer, chairman or
vice chairman of the board)

11/15/95
(Date)

ANDRE DERARD

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Andre Derard
(Signature of Registered Agent)

11/15/95
(Date)

If signing on behalf of an entity:

ANDRE DERARD
(Typed or Printed Name)

VICE
PRESIDENT
(Capacity)