

P95000049446

LAW OFFICES

PATTERSON & HARMON, P.A.

GEORGE A. PATTERSON  
BLAKE M. HARMON  
S. SAN A. LOPEZ

SUITE 201  
665 SOUTHEAST 10TH STREET  
DEERFIELD BEACH, FLORIDA 33441-5684  
TELEPHONE (305) 421-7700  
FAX (305) 421-7656

June 19, 1995

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee FL 32314

3000001520353  
-06/22/95--01035--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: FRANCHECO USA, INC.  
Our File No. 13,491

Ladies and Gentlemen:

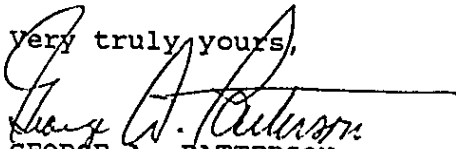
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50, representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent	
<u>Designation</u>	<u>35.00</u>
TOTAL:	\$122.50

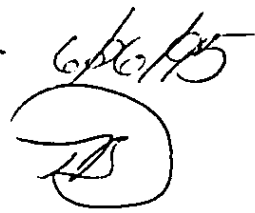
Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

  
GEORGE A. PATTERSON

GAP/mlw  
Enclosures

6/20/95  


ARTICLES OF INCORPORATION  
OF  
FRANCHECO USA, INC.

FILED  
JAN 22 1966  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is FRANCHECO USA, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desireable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is Three Hundred Thousand (300,000). Such shares shall be of a single class, and shall have a par value of One Cent (.01) per share.

ARTICLE V

The street address of the corporation's principal office and of the initial registered office of the Corporation is 10634 Pebble Cove Lane, Boca Raton, Florida, and the name of its initial Registered Agent at such address is JEAN G. LEGAGNEUR, SR.

ARTICLE VI

The business of the Corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the initial Board, be determined by the By-Laws, but shall never be fewer than one (1).

#### ARTICLE VII

The initial Board of Directors shall consist of one (1) member. The name and street address of the initial 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 are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JEAN G. LEGAGNEUR, SR.	10634 Pebble Cove Lane Boca Raton, Florida 33498

#### ARTICLE VIII

The name and address of the Incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JEAN G. LEGAGNEUR, SR.	10634 Pebble Cove Lane Boca Raton, Florida 33498

#### ARTICLE IX

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in

respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and in receipt of any undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

B. The Corporation shall also indemnify any Director, Officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the Corporation shall have power to make any other or future indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

E. If any expenses or other amounts are paid by way of indemnification, other than by court order or action by the stockholders, the Corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of Directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

#### ARTICLE X

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee, or agent, of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions under these Articles, or under law.

#### ARTICLE XI

No contract or other transaction between the Corporation and one or more of its Directors of any other corporation, firm, association, or entity in which one or more of its Directors or Officers are financially interested, shall be either void or voidable because of such relationship or interest

or because such Director or Directors are present at the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or Committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable, as to the Corporation at the time it is authorized by the Board, a Committee, or the stockholders.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this 16th day of June, 1995.

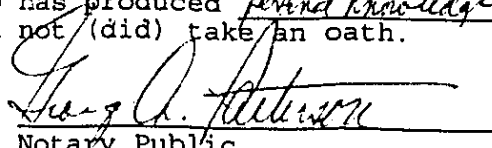
  
JEAN G. LEGAGNEUR Sr.

(seal)

STATE OF FLORIDA  
COUNTY OF BROWARD

THE FOREGOING instrument was acknowledged before me this 16 day of June, 1995, by JEAN G. LEGAGNEUR, who is personally known to me or who has produced personal knowledge as identification and who did not (did) take an oath.

My Commission Expires:

  
Notary Public  
State of Florida at Large

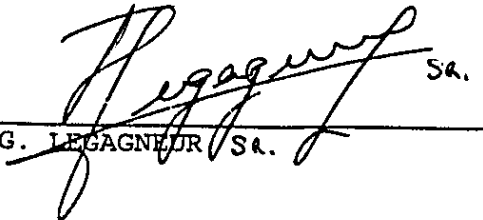
(SEAL)



GEORGE A. PATTERSON  
MY COMMISSION # CC420919 EXPIRES  
December 16, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process of the above-stated Corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes.

 SA.  
\_\_\_\_\_  
JEAN G. LEGAGNEUR SA.



**FRANCHECO, INC.**

IMPORT EXPORT

DATE JUNE 21, 1990

**P95000049446**

TO DIVISION OF CORPORATION  
P O BOX 6327  
TALLAHASSEE FL 32314

FROM MR JEAN LEGAGNEUR, SR

RE CHANGE OF ADDRESS

FRANCHECO USA, INC.  
900 W SUNRISE BLVD  
FT LAUDERDALE, FL 33311

**P95-49446**

*Cyndy 6/27/90*  
*New AR*



PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION  
FOR  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # **P95000049446**

1 Corporation Name:

**FRANCHECO USA, INC.**

FILED

96 NOV -7 AM 8:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Principal Place of Business

Mailing Address

100 W. SUNRISE BLVD.  
FT. LAUDERDALE FL 33311

100 W. SUNRISE BLVD.  
FT. LAUDERDALE FL 33311



If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2 New Principal Office Address, If Applicable

3 New Mailing Office Address, If Applicable

**REINSTATEMENT**

06/22/1995

Suite, Apt. #, etc.

Suite, Apt. #, etc.

5 FEI Number

**65-0594924**

Applied For

Not Applicable

City & State

City & State

Zip

Country

Zip

Country

6 CERTIFICATE OF STATUS DESIRED ☐

State Agencies are required to file a certificate of status.

7 Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
EXECUTIVE VICE PRESIDENT	LEGAGNEUR, JEAN G SR.	10634 PEBBLE COVE LANE	BOCA RATON FL
PRESIDENT	CHERON, FRANTZ HENRY	ROUTE NATIONALE #1 PORT AU PRINCE HAITI	PORT AU PRINCE HAITI
TRANSURCA VICE PRESIDENT	BERNARD, MICHEL	1351 SW 70 AVE	PLANTATION FL 33317
FINANCE VICE PRESIDENT	BERNARD, EROLD	21 FORD DRIVE	MASSAPEQUA N.Y. 11758
VICE PRESIDENT OPERATIONS	BLEUS, GEMMANUEL	5100 SW 115 AVE	COOPER CITY FL 33330

8. Name and Address of Current Registered Agent

LEGAGNEUR, JEAN G SR.  
10634 PEBBLE COVE LANE  
BOCA RATON FL

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State

Zip Code

800002003998--0

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\*\*\*\*375.00 \*\*\*\*375.00

FL

10 I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.03, F.S.

Signature of Registered Agent

REGISTERED AGENT MUST SIGN

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Date: 11/14/96

11 Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information on intangible tax.)

12 I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(b), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

*Legagneur*

MC JEAN G. LEGAGNEUR

OCT 3, 1996

467-2008

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone #