

P95000049955

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

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

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

500001524165
-06/27/95--01047--002
****700.00 ****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
MULTIPLEX, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☐ 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

DIVISION OF CORPORATION

95 JUN 27 PM 10:23 95 JUN 27 PM 11:45

FILED

Examiner's Initials

SMB
6/27/95

ARTICLES OF INCORPORATION

OF

MULTIPLEX, INC.

FILED

95 JUN 27 11:40

STATE
FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **MULTIPLEX, INC.**, (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 484 Spinnaker Drive, Fort Lauderdale, Florida 33326 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Martin Chernacov
Vice-President:	Aida Chernacov
Secretary:	T. Lee Aloisio
Treasurer:	Michael Parsel



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Aida Chernacov
T. Lee Aloisio
Michael Parsel

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 26 June 1995.

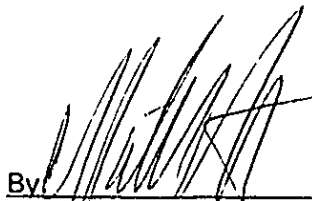


Elsie Sanchez, Incorporator

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 _____
Natalia Utrera, Vice President

AL-15INC.SUP



AMERILAWYER®

FILED
95 JUN 27 11:41

SENT BY FAX IN 1996

5-96 210000

P950000 49955

5/03/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

4:56 PM

((H96000006344))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R
200 E BROWARD BLVD

PO BOX 1900
FT LAUDERDALE FL 33302- 0

FAX: (904) 922-4000

CONTACT: ANNE MARIE LA FERLA

PHONE: (305) 527-6221

FAX: (305) 764-4996

((H96000006344))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: MULTIPLEX, INC.

FAX AUDIT NUMBER: H96000006344

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/03/1996

TIME REQUESTED: 16:56:00

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076077000521

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((H96000006344))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP° VT102 ° FDX ° 9600 E71 ° LOG CLOSED ° PRT OFF ° 9600

FILED
96 MAY -6 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

96 MAY -6 PM 3:09

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Amended & Restated
LFS

5/03/96

FLORIDA DIVISION OF CORPORATIONS

4:56 PM

PUBLIC ACCESS SYSTEM

((H96000006344)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R

DEPARTMENT OF STATE

200 E BROWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA FERLA

FAX: (904) 922-4000

PHONE: (305) 527-6221

FAX: (305) 764-4996

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FILED
MAY -6 PM 3 42
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY -6 AM 8:05

RECEIVED



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 6, 1996

MULTIPLEX, INC.
3350 SW 27 AVENUE
COCONUT GROVE, FL 33133US

SUBJECT: MULTIPLEX, INC.
REF: P95000049955

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6901.

Susan Payne FAX **Aud. #:** **896000006344**
Senior Corporate Section Administrator **Letter Number:** **596A00021831**

PAX Aud. #: H96000006344

#96000006344

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
MULTIPLEX, INC.

FILED

96 MAY -6 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Multiplex, Inc., a Florida corporation ("Corporation"), filed with the Department of State on June 27, 1995, Charter Number P95000049955, be, and they are hereby, amended as shown below:

All Articles of the Articles of Incorporation of this Corporation are either completely eliminated or amended in their entirety to read as shown in the Amended and Restated Articles of Incorporation of this Corporation, the original of which is attached hereto and made a part hereof.

The foregoing amendment was adopted by unanimous consent of all the shareholders of this Corporation effective as of May 1, 1996.

IN WITNESS WHEREOF, the undersigned, being a Director of this Corporation has executed these Articles of Amendment and Restatement as of the 2nd day of May, 1996.



T. Lee Aloisio, Vice President

#96000006344

Prepared by:

Scott H. Margol, Esq., FL Bar #0522848
Ruden McCloskey, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

H96000006344

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MULTIPLEX, INC.

FILED
96 MAY -6 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a Director of Multiplex, Inc., does hereby make, subscribe, file and acknowledge these Amended and Restated Articles of Incorporation for the purpose of continuing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

MULTIPLEX, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000,000 shares of Common Stock, par value \$.0001 per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall exist perpetually.

H96000006344

FTL:145639:1

Prepared by: Scott H. Margol, Esq., FL Bar #0522848
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

H96000006344

ARTICLE V

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the registered office of this Corporation in the State of Florida is c/o Silver & Garvett, P.A., 3350 S.W. 27th Avenue, Coconut Grove, Florida 33133 and the registered agent of this Corporation at that address shall be Mark C. Maroon.

ARTICLE VI

NUMBER OF DIRECTORS

This Corporation shall have a Board of Directors consisting of one or more members.

IN WITNESS WHEREOF, the undersigned, being a Directors of this Corporation has hereunto subscribed his hand and seal as of the 2nd day of May, 1996.



T. Lee Aloisio, Vice President

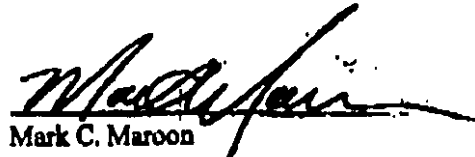
H96000006344

Prepared by: Scott H. Margol, Esq., FL Bar #0522848
Ruden McCloskey, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

H96000006344

ACCEPTANCE OF APPOINTMENT

THE UNDERSIGNED, named as the registered agent in Article V of the Articles of Incorporation of Multiplex, Inc., hereby accepts the appointment as such registered agent of Multiplex, Inc., and acknowledges that he is familiar with, and accepts the obligations imposed upon registrants under, the Florida Business Corporation Act, including specifically Section 607.0505.


Mark C. Maroon

H96000006344

Prepared by: Scott H. Margol, Esq., FL Bar #0522848
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

SENT BY: RUDEN MCCLOSKEY

7-9-96 3:39 PM

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7/09/96

P95000049955

FLORIDA DIVISION OF CORPORATIONS

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3:39 PM

((H96000009514)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R

DEPARTMENT OF STATE

200 E BROWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA FERLA

FAX: (904) 922-4000

PHONE: (954) 527-6221

FAX: (954) 764-4996

((H96000009514)))

DOCUMENT TYPE: REGISTERED AGENT CHANGE

NAME: MULTIPLEX, INC.

FAX AUDIT NUMBER: H96000009514

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/09/1996

TIME REQUESTED: 15:39:30

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076077000521

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((H96000009514)))

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96 JUL -9 PM 4:28
TALLAHASSEE, FLORIDA

*CC: [unclear]
[unclear]*

RECEIVED

96 JUL -9 PM 4:17

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#96000009514

Florida Department of State, Sandra B. Monahan, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

Pursuant to the provisions of Sections 607.021 and 607.0502, 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.

- 1) The name of the Corporation is:
Multiplex, Inc.
- 2) The address of its present registered agent is:
3350 S.W. 27th Avenue
Coconut Grove, Florida 33133
- 3) The address to which its registered agent is to be changed is:
First Union Financial Center
200 South Biscayne Boulevard
Suite 1870
Miami, Florida 33131
- 4) The name of its present registered agent is:
Mark C. Maroon
- 5) The name of its successor registered agent is:
T. Lee Aloisio

FILED
96 JUL -9 PM 4:28
TALLAHASSEE, FLORIDA

The address of its registered agent and the 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.

Dated July 5, 1996

Multiplex, Inc.

SIGNATURE: T. Lee Aloisio

T. Lee Aloisio, President

DATE: July 5, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: T. Lee Aloisio

T. Lee Aloisio, Registered Agent

Filing Fee: \$35.00

DATE: July 5, 1996

DIVISION OF CORPORATIONS - P.O. BOX 6327 - TALLAHASSEE, FL 32314

#96000009514

Prepared by:

Scott H. Margol, Esq., FL Bar #0522848
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

P95000049955

MULTIPLEX, INC.
First Union Financial Center
200 South Biscayne Blvd.
Suite 1870
Miami, FL 33131

July 2, 1996

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

Re: Multiplex, Inc. (the "Corporation")
Document Number: P95000049955

Dear Sir or Madam:

The above named Corporation has changed its principal and mailing address. Please have these addresses changed to the following in your records:

First Union Financial Center
200 South Biscayne Blvd.
Suite 1870
Miami, FL 33131

Should you have any questions regarding this matter, please do not hesitate to contact me at (305) 530-1555.

Very truly yours,

Multiplex, Inc.

T. Lee Aloisio, President
T. Lee Aloisio, President

Debbi
7-12-96

SENT BY: RUDEN MCCLOSKEY

10-21-96 9:23AM

P95000049955

10/18/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:32 PM

((H96000014734 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANNE MARIE LA FERLA
PHONE: (954) 527-6221

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: MULTIPLEX, INC.

AUDIT NUMBER.....H96000014734

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

00:01:11 12:10:56

C. E. Giddens
Florida

FILED
96 OCT 21 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

October 18, 1996

MULTIPLEX, INC.
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BLVD. SUITE 1670
MIAMI, FL 33131

SUBJECT: MULTIPLEX, INC.
REF: P95000049955

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

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 (804) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000014734
Letter Number: 196A00048305

#06000014734

ARTICLES OF DISSOLUTION PURSUANT TO
SECTION 607.1403 OF THE FLORIDA BUSINESS
CORPORATION ACT
OF
MULTIPLEX, INC.

FILED
96 OCT 21 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Florida corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Multiplex, Inc., corporate document number P95000049955.
2. The dissolution of the corporation was authorized by a joint corporate action of the sole Director and of the shareholder owning a majority of the voting stock of the corporation dated October 19, 1996.
3. The number of votes for dissolution was sufficient for approval.

These Articles of Dissolution shall be effective as of the filing of these Articles of Dissolution.

MULTIPLEX, INC.

By: T. Lee Aloisio
T. Lee Aloisio, President