

P95000050830

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

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

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

300001526723
-06/29/95--01022--006
1050.00 **70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
UNIVERSAL NETWORK COMMUNICATIONS CORPORATION

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

RECEIVED
FLORIDA STATE
TALLAHASSEE, FLORIDA

95 JUN 29 PM 12 DIVISION OF CORPORATION

FILED 95 JUN 29 AM 10:03

RECEIVED

Examiner's Initials

ARTICLES OF INCORPORATION
OF
UNIVERSAL NETWORK COMMUNICATIONS
CORPORATION

FILED
95 JUN 29 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, 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 **UNIVERSAL NETWORK COMMUNICATIONS CORPORATION**, (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 5190 Northwest 167 Street, Suite 202, Miami, Florida 33014 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:	Christopher C. Kennedy
Secretary:	Christopher C. Kennedy
Treasurer:	Christopher C. Kennedy



AMERILAWYER®

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Christopher C. Kennedy

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.



AMERILAWYER®

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

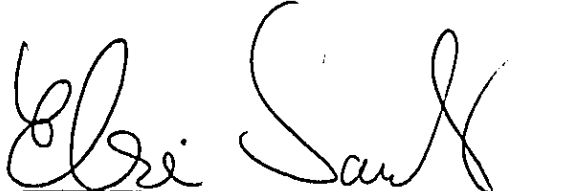
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

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 28 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

ARTESINC508

FILED
95 JUN 29 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



P95000050830

CHRIS KENNEDY
(Requestor's Name)
Financial Team of America
(Address)
30e 624-91799
(City, State, Zip) (Phone #)

200001597872
-09/29/95--01023--017
*****87.50 *****87.50

OFFICE USE ONLY

FILED
95 SEP 27 PM 2:48
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

Enclosed is A Check
\$8750

CORPORATION Please send everything back

1. Feol-ey AS soon AS possible
DOCT.
2. # 1775-3701-2
3. 5190 NW 167th #202
MIAMI FL 33014
4. _____

IBER(S) (if known):

(Document #)

(Document #)

(Document #)

(Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CHRIS KENNEDY GAVE
AUTHORIZATION BY PHONE TO
CORRECT NAME
DATE 9-27
DOC. EXAM #186

NC
KRB
9-27

FILED
95 SEP 27 PM 2:48
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

UNIVERSAL NETWORK COMMUNICATIONS CORPORATION
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article one is amended to read.
The name of the corporation shall be
RHINO INDUSTRIES International Corporation

FILED
95 SEP 27 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 25, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____."
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 25th of September, 19 95.

Signature

Christopher C. Kennedy

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Christopher C. Kennedy

Typed or printed name

President

Title

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM. *pg 1 of 2*

APPLICATION
FOR
REINSTATEMENT



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

APPROVED
AND
FILED

1996 SEP 20 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000050830**

1. Corporation Name

RHINO INDUSTRIES INTERNATIONAL CORPORATION

Principal Place of Business

5190 NW 167 ST., STE. 202
MIAMI FL 33014

Mailing Address

5190 NW 167 ST., STE. 202
MIAMI FL 33014

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

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

4. Date Incorporated or Qualified
To Do Business in Florida

06/29/1995

5. FEI Number

☒ Applied For

☐ Not Applicable

6.

CERTIFICATE OF STATUS DESIRED ☐

\$8.75 Additional fee required
for a Certificate of Status

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

Title(s)	Name of Officers and/or Directors	Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	City / State / Zip
1	2	3	4
PSTD	KENNEDY, CHRISTOPHER G Michael MORROW	5190 NW 167 ST., STE. 202	MIAMI FL 33014

8. Name and Address of Current Registered Agent

THE LAW FIRM OF LAWRENCE J SPIEGEL CHRTD
343 ALMERIA AVENUE
CORAL GABLES FL 33134

9. Name and Address of New Registered Agent

Name

Corporation Service Company

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

1201 Hays Street

Suite, Apt. #, Etc.

City

Tallahassee

State
FL

Zip Code
32301

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

Laura R. Dunlap

Laura R. Dunlap as agent for

Date 9-20-96

REGISTERED AGENT MUST SIGN

Corporation Service Company

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)(f), F.S. The information indicated on this application is true and accurate, and my disclosure shall have the same legal effect as if made under oath.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9/19/96 305-620-2900
Date Daytime Phone #

CR2040 (7/96)

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086

pg 292



PRESTIGE HILL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 093359 7116048

AUTHORIZATION :

Patricia Kyjuto

COST LIMIT : \$375.00

ORDER DATE : September 20, 1996

ORDER TIME : 11:32 AM

600001953086

ORDER NO. : 093359

CUSTOMER NO: 7116048

CUSTOMER: Mr. Christopher Kennedy
Rhino Industries International
5190 Nw 167th Street
Suite 202
Hialeah, FL 33014

DOMESTIC FILINGS

NAME: RHINO INDUSTRIES INTERNATIONAL
CORPORATION

XX REINSTATEMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS _____

RECEIVED
96 SEP 20 PM 12:30
DIVISION OF CORPORATION