

P95 0000 55147

July 11, 1995

FILED
1995 JUL 14 AM 9:21
SECRETARY OF THE
TALLAHASSEE, FLORIDA

LAW OFFICES

**STEINBERG, SLEWETT
& YAFFE, P.A.**

767 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140-9998
DADE (305) 538-2344
BROWARD (305) 482-2344
FAX (305) 538-0418

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: P S & R SYSTEMS, INC.

EFFECTIVE DATE
7-11-95

PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

Dear Sir/Madam:

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

Enclosed please find an original and copy of the
Articles of Incorporation of P S & R Systems, Inc.
I also enclose the filing fee of \$70.00 plus a
return envelope for return of the file stamped copy
of the Articles.

Thank you for your cooperation. Should you have
any questions, please give me a call.

Very truly yours,

ROBERT D. SLEWETT
For the firm

RDS/pb
REv3/psr'syst.ltr

Encls.

600001538256
-07/14/95--01070--015
****122.50 ****122.50

NEW YORK OFFICE
674 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

R. CHESLER JUL 18 1995

**ARTICLES OF INCORPORATION
OF**

P S & R SYSTEMS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FILED
1995 JUL 14 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be: P S & R SYSTEMS, INC.

EFFECTIVE DATE
7-11-95

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business of the corporation shall be 10522 S.W. 148 Avenue Drive, Miami, FL 33196 or such other location as the Board of Directors may designate.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist from this date (July 11, 1995) perpetually.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

JAMES R. MARTELL, 10522 S.W. 148 Avenue Drive, Miami, FL 33196_

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber of this corporation is: JAMES R. MARTELL, 10522 S.W. 148 Avenue Drive, Miami, FL 33196

ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 10522 S.W. 148 Avenue Drive, Miami, FL 33196 and the name of the initial registered agent of this corporation at that address is JAMES R. MARTELL.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 11th day of July, 1995.


JAMES R. MARTELL


STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
JAMES R. MARTELL, known to me to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the County and State aforesaid this 11th day of July, 1995.



ROBERT D. SLEWETT
My Commission CC425768
Exp. Dec. 12, 1998
Bonded by JNB
800-462-5878



Notary Public, State of
Florida

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment
as registered agent for P S & R SYSTEMS, INC. and agrees to comply
with the provisions of these Articles and the applicable Florida
Statutes.



JAMES R. MARTELL

FILED
1995 JUL 14 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA