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Wednesday, 2 August 1995

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Via Federal Express

Department of State
Division of Corporations
The Capitol
409 East Gaines Street
Tallahassee, Florida 32304

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-03/03/95--01042--018
****122.50 ****122.50

Re: ACD INTERNATIONAL, INC.

FILED
1995 AUG - 3 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Madam or Sir:

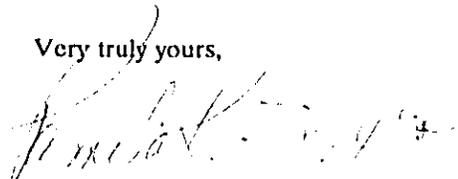
I have enclosed the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

Filing fee	35.00
Certified copy fee	52.50
Registered agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned by Federal Express (envelope enclosed for your convenience). *In addition, please call our office collect (407-655-8200) to confirm that the Articles have been filed and to inform us of the charter number.*

Thanking you for your prompt attention to the above request, I am

Very truly yours,



Pamela K. Syx, CLA

/pks
Enclosures
pc: Mr. Charles Simmons *with Enclosures*

F. CHESSEY AUG 4 1995
F. CHESSEY AUG 8 1995

ARTICLES OF INCORPORATION

OF

ACD INTERNATIONAL, INC.

FILED
1995 AUG - 3 PM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be: **ACD INTERNATIONAL, INC.** and the business address shall be **15176 N. 96TH STREET, JUPITER, FLORIDA 33478.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business proposed to be transacted and carried on is job placement, travel escorts and consultants, introduction services, import and export sales and any other lawful business, as fully and to the same extent as natural persons might or could do.

To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, of any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general, carry on any lawful business necessary or incidental to the attainment of the object of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in the Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be **ONE HUNDRED** shares of common stock having a par value of **ONE DOLLAR (\$1.00).**

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be 15176 N. 96TH STREET, JUPITER, FLORIDA 33478 and its principal place of business shall be 15176 N. 96TH STREET, JUPITER, FLORIDA 33478 with the privilege of having branch offices at other places within or without the State of Florida. The registered agent at the above address shall be ADELAIDA V. ZIN.

ARTICLE VI

OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
CHARLES J. SIMMONS	4623 Forest Hill Blvd. #112 West Palm Beach, Florida 33415	President & Director
ADELAIDA V. ZIN	15176 N. 96th St. Jupiter, Florida 33478	Vice President, Treasurer & Director
DIVINA G. ALVARADO	1342 Florida Mango Rd. West Palm Beach, Florida 33406	Vice President, Secretary & Director

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation, and the number of shares he agrees to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
CHARLES J. SIMMONS	4623 Forest Hill Blvd. #112 West Palm Beach, Florida 33415	20
ADELAIDA V. ZIN	15176 N. 96th St. Jupiter, Florida 33478	20
DIVINA G. ALVARADO	1342 Florida Mango Rd. West Palm Beach, Florida 33406	20

ARTICLE VIII

AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained

in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend by Bylaws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber(s) to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and I do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 1st day of August, 1995.

In the presence of:

[Signature]
Witness

Charles J. Simmons
CHARLES J. SIMMONS

[Signature]
Witness

Adelaida V. Zin
ADELAIDA V. ZIN

[Signature]
Witness

[Signature]
Witness

Divina G. Alvarado
DIVINA G. ALVARADO

[Signature]
Witness

[Signature]
Witness

STATE OF FLORIDA

|
| ss.

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 1st day of August 1995 by CHARLES J. SIMMONS, ADELAIDA V. ZIN and DIVINA G. ALVARADO, who are personally known to me or who produced N.A. as identification.

Joann Preston (Joan Preston)
Notary Public - State of Florida #127262
Commission No: CC196108
My commission expires: 5/6/96

iii



OFFICIAL SEAL
JOANN PRESTON
My Commission Expires
May 6, 1996
Comm. No. CC 196108

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

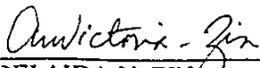
In pursuance of §48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ACD INTERNATIONAL, INC. is to be organized under the laws of the State of Florida with its registered office being 15176 N. 96TH STREET, JUPITER, FLORIDA 33478 as set forth in the Articles of Incorporation and has named ADELAIDA V. ZIN as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

FILED
1995 AUG -3 PM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ADELAIDA V. ZIN