

P95000063297

TRANSMITTAL LETTER

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

SUBJECT: Rockwood Multitrades Corp.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Cynthia Nunez
Name (printed or typed)

10700 SW 200 Street, #103
Address

Miami, Florida 33189
City, State & Zip

(305) 235-8881

Daytime Telephone number

400001560014
-08/15/95--01036--013
131.25 *131.25

DEPT OF STATE
TALLAHASSEE, FLORIDA

50 AUG 14 AM 11:17

FILED

NOTE: Please provide the original and one copy of the articles.

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95 AUG 14 AM 11:17
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
ROCKWOOD MULTITRADES CORP.**

The undersigned, being natural persons of the age of 18 or more, for the purpose of forming a corporation under the General Business Corporation Act of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Rockwood Multitrades Corp.
The address is 10700 SW200 st., #103, Miami, FL 33189.

**ARTICLE II
STOCK**

The aggregate number of shares of stock which the corporation shall have authority to issue is 100,000 shares, all of which shall be classified as common stock, 80,000 shares of which shall have full voting rights and 20,000 shares of which shall have no voting rights. Each share of the corporation's stock shall have a par value of \$1.00.

**ARTICLE III
REGISTERED AGENT/OFFICE**

The address of the corporation's initial registered office in the State of Florida is 6205 5th Street, Vero Beach, Florida 32968, and the name of its initial registered agent at such address is Jose Fanlo.

**ARTICLE IV
INCORPORATORS**

The names and addresses of the incorporators are as follows:

Mr. Mark W. Sweeney
15401 Southwest 81st Circle Lane, Unit 11, Miami, Florida 33193

Ms. Cynthia D. Nunez
15401 Southwest 81st Circle Lane, Unit 11, Miami, Florida 33193.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

The minimum number of directors to constitute the Board of Directors shall be two, as determined by the Bylaws of the Corporation. The names and addresses of the initial board of directors are as follows:

Name	Address
Mr. Mark W. Sweeney	15401 Southwest 81st Circle Lane, #11 Miami, Florida 33193
Ms. Cynthia D. Nunez	15401 Southwest 81st Circle Lane, #11 Miami, Florida 33193

**ARTICLE VI
PERPETUAL DURATION**

The duration of the Corporation is perpetual.

**ARTICLE VII
PURPOSE**

This Corporation is organized and formed to engage in any lawful activity for which corporations may be organized under the Florida General Business Corporation Act.

**ARTICLE VIII
GRANT OF PREEMPTIVE RIGHTS**

The preemptive rights of shareholders to acquire additional shares of capital stock of the Corporation are as follows: each shareholder shall be entitled as a matter of right to subscribe for, purchase or otherwise acquire any additional shares of the specific class of stock of the corporation held by the respective shareholder including, but not limited to, shares which are authorized herein but issues on or hereafter the date of incorporation, shares which are subsequently authorized and issued and shares which are acquired and reissued by the Corporation.

**ARTICLE IX
BYLAW AMENDMENTS**

The Board of Directors may repeal or amend the Bylaws of the Corporation and may adopt new or additional Bylaws, and the Articles of Incorporation shall be amended as provided in the Florida General Business Corporation Act.

**ARTICLE X
CUMULATIVE VOTING FOR DIRECTORS**

There shall be no cumulative voting for directors.

**ARTICLE XI
BOARD VACANCIES**

Any vacancy of the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors. Any director so elected shall serve until the director's successor has been elected and qualified.

**ARTICLE XII
INDEMNIFICATION**

The Corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plans of the corporation, or serves at the request of the Corporation as a director, officer, employee, or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successors and assigns. Indemnification specifically provided by the Florida General Business Corporation Act shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent counsel.

**ARTICLE XIII
NO PERSONAL LIABILITY**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to: (a) Any breach of the director's duty of loyalty to the Corporation or its shareholders; (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) Any distribution which is unlawful; (d) Any transaction from which the director derived an improper personal benefit; or (e) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

**ARTICLE XIV
CORPORATION PURCHASE OF ITS OWN SHARES**

The corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

The undersigned incorporators have executed these Articles of Incorporation this 20th day of July, 1995 and declare under penalty of perjury that they have examined the foregoing Articles of Incorporation and that to the best of their knowledge, information and belief, the information contained therein is true, correct and complete.

Mark A. Lavee
Signatures of Incorporators

Cynthia D. Nunez
Signatures of Incorporators

The person to contact with any questions concerning this filing is:
Ms. Cynthia D. Nunez
15401 Southwest 81st Circle Lane, Unit 11, Miami, Florida 33193
(305) 386-5012.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Rockwood Multitrades Corp.

2. The name and address of the registered agent and office is:

Mr. José Fajlo
(NAME)

6205 5th Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Vero Beach, FL 32908
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

José M. Fajlo
(SIGNATURE)

7/25/97
(DATE)