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TRANSMITTAL LETTER

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

FILED 19 SEP 19 10 06  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*101.25 \*\*\*\*\*101.25

SUBJECT: **Caribbean Sales & Services, Inc.**

Enclosed is an original and one (1) copy of articles of incorporation and a check for **\$131.25** consisting of filing fee, certified copy, & certificate.

FROM: **THOYWELL NELSON**  
**4195 NORTH STATE ROAD 7**  
**LAUDERDALE LAKES, FLORIDA 33319**  
**(305)739-0011**

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~~10/19/95~~

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 SEP 19 AM 9:06

FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 10, 1995

THOYWELL NELSON  
4195 N. STATE RD. 7  
LAUDERDALE LAKES, FL 33319

SUBJECT: CARIBBEAN SALES & SERVICES, INC.  
Ref. Number: W95000016078

We have received your document for CARIBBEAN SALES & SERVICES, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

Bylaws are not filed with this office. Please retain them for your records.

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) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 395A00037476

**TRANSMITTAL LETTER**

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

**SUBJECT: Caribbean Sales & Services, Inc.**

Enclosed is an original and one (1) copy of articles of incorporation and a check for **\$131.25** consisting of filing fee, certified copy, & certificate.

**FROM: THOYWELL NELSON**  
**4195 NORTH STATE ROAD 7**  
**LAUDERDALE LAKES, FLORIDA 33319**  
**(305)739-0011**

ARTICLES OF INCORPORATION  
FOR  
Caribbean Sales & Services, Inc.

**FILED**  
95 SEP 19 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation described on subsequent pages is CARIBBEAN SALES & SERVICES, Inc.

ARTICLE II

The address of the principal office, and mailing address of the Corporation shall be 4195 North State Road 7, Lauderdale Lakes, FL 33319

ARTICLE III

The total number of shares at the corporation's inception and authorized to issue will be 300, at a par value of \$1.00.

ARTICLE IV

The street address of the corporation's initial registered office and the name of its initial registered agent at this office is as follows:

Thoywell Nelson, Registered Agent  
4195 North State Road 7  
Lauderdale Lakes, Florida. 33319

ARTICLE V

Section 1 The intent of this business is to perform sales and services of and commercial machinery with the intent to resell the product as reconditioned, used equipment.

Section 2 The name and street addresses of the initial officers and directors are as follows

Name: Thoywell Nelson  
Office: President  
Address: 2501 NW 98 Avenue  
Sunrise, FL 33322 USA

Name: Winston Dias  
Office: Vice President  
Address: 5621 Blueberry Court  
Sunrise, FL 33313 USA

Name: Abraham Alston  
Term: 1 year

Address 4145 Feruman Field Road  
Rombert, SC 29128

**ARTICLE 1**  
**MEETINGS OF SHAREHOLDERS**

**Section 1. Annual Meeting.** The annual shareholder meeting of this corporation will be held the 15 day of January, of each year or at such other time and place designated by the Board of Directors of the corporation provided that if said day falls on a Sunday or legal holiday, then the meeting will be held on the first business day thereafter. Business transacted at said meeting will include the election of directors of the corporation.

**Section 2. Special Meetings.** Special meetings of the shareholders will be held when directed by the President, Board of Directors, or the holders of not less than 10 percent of all the shares entitled to vote at the meeting. A meeting requested by shareholders of the corporation will be called for a date not less than 10 nor more than 60 days after the request is made, unless the shareholders requesting the meeting designate a later date. The call for the meeting will be issued by the Secretary, unless the President, Board of Directors, or shareholders requesting the meeting will designate another person to do so.

**Section 3. Place.** Meetings of shareholders will be held at the principal place of business of the corporation or at such other place as is designated by the Board of Directors.

**Section 4. Notice.** Written notice stating the place, day and hours of the meeting and, in the case of a special meeting is called, will be delivered not less than 10 nor more than 60 days before the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting to each shareholder of record entitled to vote at such meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail and addressed to the shareholder at his address as it appears on the stock transfer book of the corporation, with postage thereon prepaid.

**Section 5. Notice of Adjourned Meeting.** When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting will be given on the new record date as provided in this Article to each shareholder of record entitled to vote at such meeting.

Section 6. Shareholder Quorum and Voting. Two thirds of the shares entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of shareholders.

If a quorum, as herein defined, is present, the affirmative vote of two thirds of the shares represented at the meeting and entitled to vote on the subject matter thereof will be the act of the shareholders unless otherwise provided by law.

Section 7. Voting of Shares. Each outstanding share will be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

Section. Proxies. A shareholder may vote either in person or by proxy provided that any and all proxies are executed in writing by the shareholder or his duly authorized attorney-in-fact. No proxy will be valid after the duration of 11 months from the date thereof unless otherwise provided in the proxy.

Section 9. Action by shareholders without a meeting. Any action required or permitted by Law, these bylaws, or the Articles of Incorporation of this corporation to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, provided that a written consent is filed setting forth the action so taken, and signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, as provided by Law.

## ARTICLE VII. DIRECTORS

Section 1. Function All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the Board of Directors.

Section 2. Qualifications. Directors do not have to be residents of this state but must be shareholders of this corporation.

Section 3. Compensation. The Board will have authority to fix the compensation for directors of this corporation.

Section 4. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action of any corporate matter is taken will be presumed to have assented to the action taken unless he votes against such action conflict of interest.

Section 5. Number. This corporation will have 3 directors.

Section 6. Election and Term. Each person named in the Articles of

Incorporation as a member of the initial Board of Directors will hold office until his successor will have been qualified and elected at the first annual meeting of shareholders, or until said director's earlier resignation, removal from office or death

At the first annual meeting of shareholders and at each annual meeting thereafter, the shareholders will elect directors to hold office until the next annual meeting. Each director will hold office for a term for which he is elected until his successor will have been qualified and elected, his prior resignation, his removal from office or his death.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors will be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy will hold office only until the next election of directors by the shareholders.

Section 8. Removal of Directors. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of two thirds of the shares then entitled to vote at an election of directors.

Section 9. Quorum and Voting. Two thirds of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of two thirds of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 10. Executive and Other Committees. A resolution adopted by two thirds of the Board of Directors may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the Board of Directors to the extent provided in such resolution, except as is provided by Law.

Section 11. Place of Meeting. Special or regular meetings of the Board of Directors will be held each quarter at the corporate offices in Lauderdale Lakes, Florida.

Section 12. Notice Time and Call of Meetings. Regular meetings of the Board of Directors will be held without notice when required. Written notice of the time and place of special meetings of the Board of Directors will be given to each director by either personal delivery, telegram or cablegram at least 10 days before the meeting or by notice mailed to the director at least 14 days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director

who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting will constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of, regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the chairman of the board, the president of the corporation or any two directors.

Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or the committee. Such consent will have the same effect as a unanimous vote.

#### ARTICLE VIII OFFICERS

Section 1. Officers. The officers of this corporation will consist of a president, a vice president, and optional secretary and treasurer, each of whom will be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person.

Section 2. Duties. The officers of this corporation will have the following duties.

The President will be the chief executive officer of the corporation, who generally and actively manages the business and affairs of the corporation subject to the



directions of the Board of Directors. He will preside at all meetings of the shareholders and Board of Directors.

The Vice President will in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been duly elected president.

The Secretary will have custody of, and maintain all of the corporate records except the financial records. Furthermore, he will record the minutes of all meetings of the shareholders and Board of Directors, send all notices of meetings and perform such other duties as may be prescribed by the Board of Directors or the President.

The Treasurer shall retain custody of all corporate funds and financial records, maintain full and accurate accounts of receipt and disbursements and render accounts thereof at the annual meetings of shareholders and whenever else required by the Board of Directors or the President, and perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Removal of Officers. An officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. Any vacancy in any office may be filled by the Board of Directors.

#### ARTICLE IX. STOCK CERTIFICATES

Section 1. Issuance. Every holder of share(s) in this corporation will be entitled to have a certificate representing all share(s) to which he is holder. No certificate representing share(s) will be issued until such share(s) is / are fully paid.

Section 2. Form. Certificates representing share(s) in this corporation will be signed by the President or Vice President and the Secretary or an Assistant Secretary.

Section 3. Transfer of Stock. The corporation will register a stock certificate is properly endorsed by the holder of record or by his duly authorized agent.

Section 4. Lost, Stolen, or Destroyed Certificates. If the shareholder will claim to have lost or destroyed a stock certificate representing shares issued and recorded by the corporation, a new certificate will be issued upon said shareholder presenting an affidavit claiming the certificate of stock to the lost, stolen or destroyed. At the discretion of the Board of Directors, said shareholder will deposit a bond or other indemnity in such amounts and with such sureties, if any, as the board may require.

#### ARTICLE X. BOOKS AND RECORDS.

Section 1. Books and Records. This corporation will keep accurate and complete books, records of account, and minutes of the proceedings of all meetings of shareholders, Board of Directors, committees of directors

This corporation will keep, at its registered office, principal place of business or office of its attorneys a record of all shareholders indicating the name, address, and number of shares held by each registered shareholder.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

Section 2. Shareholder's Inspection Rights. Any person who has been or presently is a holder of record of shares or of voting trust certificates at least six months immediately preceding his demand or for at least six months immediately preceding his demand or for at least five percent of the outstanding shares of the corporation, upon written demand stating the purpose thereof, will have the right to examine and to make extracts in person or by agent or attorney, at any reasonable time(s), for any proper purpose, the corporation's relevant books, record of accounts, minutes and records of shareholders.

Section 3. Financial Information. Not later than four months after the close of each fiscal year, this corporation will prepare a balance sheet showing the financial condition of the corporation at the close of the fiscal year, and a profit and loss statement showing the results of the operations of the corporation during the fiscal year.

Upon the written request of any shareholder or holder of voting trust certificates for shares of the corporation, the corporation will mail to each shareholder or holder of voting trust certificates a copy of the most recent such balance sheet and profit and loss statement.

The balance sheet and profit and loss statement will be filed in the registered office of the corporation in this state, will be kept for at least five years and will be subject to inspection during business hours by any shareholder or holder of voting trust certificates, in person or by agent.

#### ARTICLE XI. DIVIDENDS.

The Board of Directors of this corporation may, from time to time declare dividends on its shares in cash, property or its own shares, except when the corporation is insolvent or when the payment thereof would render the corporation insolvent, subject to the provisions of the Florida Statutes.

#### ARTICLE XII. AMENDMENT

These bylaws may be altered, amended or repealed, and altered, amended or new bylaws may be adopted.

#### ARTICLE XIII. CORPORATE INDEMNIFICATION PLAN

The corporation may indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute.

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute.

The extent, amount, and eligibility for the indemnification provided herein will be made by the board of Directors. Said determination will be made by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 7 day of August, 1995:

Thoywell K. Nelson 8-7-95  
Thoywell Nelson, President/Registered agent Date

<u>Winston Dias</u>	<u>8/7/1995</u>
Winston Dias, Vice President	Date
<u>Kathleen Dias</u>	<u>8/7/1995</u>
Witness	Date

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

**FILED**

95 SEP 15 AM 9:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 UNITED STATE OF  
FLORIDA.**

- 1. The name of the corporation is:  
Caribbean Sales & Services, Inc.**
- 2. The name and address of the registered agent and  
office is:**

**Thoywell Nelson  
4195 North State Road 7  
Lauderdale Lakes, Florida. 33319**

**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.**

Thoywell K Nelson  
Signature

8-7-95  
Date

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