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TO: DIVISION OF CORPORATIONS FROM: EMERGENCY KIT COMPANY

DEPARTMENT OF STATE

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SUITE 200

39 EAST GAIN STREET

MIAMI FL 33135

33401-

TALLAHASSEE FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3604

FAX: (305) 541-3770

((H96000000132)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ALL FLORIDA INVESTMENTS, INC.

FAX AUDIT NUMBER: H96000000132

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/03/1996

TIME REQUESTED: 14:16:43

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 072450003255

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95 JAN -3 PM 4:35

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TALLAHASSEE, FLORIDA



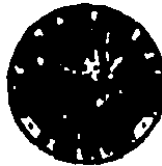
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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

December 14, 1995

MANUEL M. ARVESU
2000 S. DIXIE HWY.
#200
MIAMI, FL 33133

The name **ALL FLORIDA INVESTMENTS, INC.** has been reserved for 120 days beginning December 14, 1995. The reservation number is **R95000005644** and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 498, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: **895A00084021**

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ARTICLES OF INCORPORATION
OF
ALL FLORIDA INVESTMENTS, INC.

H96000000132

Prepared by:

Manuel M. Arvasu, Esq. (Fl. Bar #0525294)
2000 S. Dixie Highway, Suite 200
Miami, Florida 33133
(305) 854-9530

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ARTICLES OF INCORPORATION
OF
ALL FLORIDA INVESTMENTS, INC.

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

ARTICLE I

NAME

The name of this corporation is ALL FLORIDA INVESTMENTS, INC..

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

INCORPORATION

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE IV

PURPOSES

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is six hundred (600) shares of common stock each having no par value.

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TALLAHASSEE, FLORIDA

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ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who 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 to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article.

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Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation in the State of Florida is 1150 N.W. 72nd Avenue, Suite 306, Miami, Florida 33155.

The name of the initial registered agent at such address is NEIL E. VERDEJA.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member.

The initial Director and his address is:

<u>NAME</u>	<u>ADDRESS</u>
Neil E. Verdeja, President/Secretary	1150 N.W. 72nd Avenue Suite 306 Miami, Florida 33155

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**ARTICLE IX
INCORPORATOR**

The name and street address of the incorporator is:

NAME
Manuel M. Arvesu

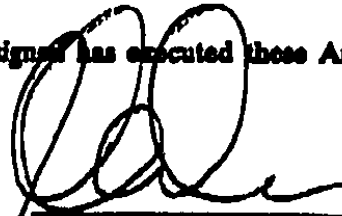
ADDRESS
2000 South Dixie Highway
Suite 200
Miami, Florida 33133

**ARTICLE X
MAILING ADDRESS**

The initial mailing address of the Corporation shall be:

1150 N.W. 72nd Avenue
Suite 306
Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 15th day of December, 1995.



MANUEL M. ARVESU
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:
ALL FLORIDA INVESTMENTS, INC.
2. The name and address of the Registered Agent and Office is:

Neil E. Verdeja
 1150 N.W. 72nd Avenue, Suite 306
 Miami, Florida 33155

Signature

Neil E. Verdeja

Date

12/15/95

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.

Signature

Neil E. Verdeja

Date

12/15/95

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 15 JAN -3 PM 4:35
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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2:11
PUBLIC ACCESS SYSTEM
(((H960000011602))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 9-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770

(((H96000011602))) DOCUMENT TYPE: REGISTERED AGENT RESIGNATION
NAME: ALL FLORIDA INVESTMENTS, INC.
FAX AUDIT NUMBER: H96000011602 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/20/1996 TIME REQUESTED: 14:00:02
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 072450003255

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*Ray Stormont
off Resignation
purchased at Empire*

*Approved
J. J. [unclear]*

FILED
96 AUG 21 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 21 AM 10:29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1996

ALL FLORIDA INVESTMENTS, INC.
1150 N.W. 72ND AVE.
SUITE 306
MIAMI, FL 33155

SUBJECT: ALL FLORIDA INVESTMENTS, INC.
REF: P96000000726

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6902.

Linda Stitt
Corporate Specialist

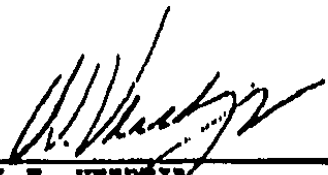
FAX Aud. #: H96000011602
Letter Number: 196A00039717

H96000011602

RESIGNATION

THE UNDERSIGNED, NEIL N. VERDEJA, hereby tenders his
resignation as an officer and director of ALL FLORIDA INVESTMENTS,
INC. effective immediately.

DATED on this June 20, 1996.



NEIL N. VERDEJA

ntv/resign

FILED
96 AUG 21 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000011602

Manuel M. Arvesu, Esq.
2000 S. Dixie Hwy #200
Miami, FL 33133
(305) 854-3530
FBN. 525 294

P96000000726

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 8-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: DISSOLUTION
NAME: ALL FLORIDA INVESTMENTS, INC.
FAX AUDIT NUMBER: H96000011601
DATE REQUESTED: 08/20/1998
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$35.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 13:58:30
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072460003255

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96 AUG 20 PM 4:03
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(16 pages)
1/20/98

95 AUG 20 PM 3:17
EMPIRE

H96000011601

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ALL FLORIDA INVESTMENTS, INC.

SECOND: The date dissolution was authorized: July 15, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

X Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

_____ Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by _____."]

Signed this 15th day of July, 1996.

Signature: _____

(By the Chairman or Vice Chairman of the Board, President, or other officer)

JEANNETTE FERNANDEZ

(Typed or printed name)

Chairman

(Title)

Manuel M. Arvesu, Esq.
2000 S. Dixie Hwy #200
Miami, FL 33133
(305) 854-3530
FBN, 525294

FILED
AUG 20 PM 4:03
TALLAHASSEE, FLORIDA

P96000000726

H96000011601

EXHIBIT A

PLAN OF DISSOLUTION

OF

ALL FLORIDA INVESTMENTS, INC.

At a joint meeting of shareholders and members of the board of directors of ALL FLORIDA INVESTMENTS, INC., a Florida corporation (the "Corporation"), duly convened in accordance with the laws of the State of Florida, personally appeared Jeannette Fernandez, as the sole director of the Corporation. Ms. Fernandez was appointed as the secretary of the meeting. After a quorum was established, the Corporation took the following actions which were ratified by the sole director and the shareholder and which have not been cancelled:

1. Resolved to liquidate and dissolve ALL FLORIDA INVESTMENTS, INC., and distribute its assets to its sole shareholder, Twins Investments, Inc.

2. Resolved that the Corporation shall exercise its authority to cause the liquidation of said Corporation and the winding up of its affairs.

3. Resolved that the dissolution shall take place immediately upon completion of the acts required for orderly dissolution by the officers of the Corporation. The officers of the Corporation shall file the articles of dissolution after the provision of any notice to potential claimants which may be required under §607.1406, Florida Statutes, and the taking of any other actions required under the laws of the State of Florida.

There being no further business to come before the meeting, the meeting was thereupon adjourned.


JEANNETTE FERNANDEZ
Secretary of the Meeting

nr:\r\plent\lq.mn

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