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FLORIDA DIVISION OF

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST MAIN STREET

TALLAHASSEE, FL 32301

FAX: (904) 322-4000

SUITE 200

MIAMI FL 33135

CONTACT: RAY

PHONE: (305) 541-3894

FAX: (305) 541-3770

((H96000000749)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THUNDERSTAR SYSTEMS CORPORATION

FAX AUDIT NUMBER: H96000000749

DATE REQUESTED: 01/16/1996

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TALLAHASSEE, FLORIDA

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RECEIVED

Jonathan K. Wyner, Esq.

FBN. 90997D
(305) 377-1778One S.E. 3rd Ave. #2200
Miami, FL 33131ARTICLES OF INCORPORATION
OF
THUNDERSTAR SYSTEMS CORPORATIONARTICLE I
CORPORATE NAME

The name of this Corporation shall be: THUNDERSTAR SYSTEMS CORPORATION

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue a maximum of one thousand (1,000) Shares of Stock. The Shares of Stock shall be voting common stock having a \$1.00 (One Dollar) par value.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Jonathan K. Winer, Esquire
One Southeast Third Avenue
Suite 2200
Miami, Florida 33131ARTICLE V.
BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by the Bylaws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI
INITIAL DIRECTOR

The name and post office address of the initial Director of the Corporation is:

Stefan Aryeh Cohen
5055 Collins Avenue, #14J
Miami Beach, Florida 33140ARTICLE VII
INITIAL OFFICERS

The initial officers shall be elected at the first Board of Directors meeting.

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**ARTICLE VIII
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Jonathan K. Winer, Esquire
One Southeast Third Avenue
Suite 2200
Miami, Florida 33131

**ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is as follows: **THUNDERSTAR SYSTEMS CORPORATION, 25 S.E. Second Avenue, Miami, FL 33131.**

**ARTICLE X
COMMENCEMENT DATE**

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The undersigned Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true

Dated this 12th day of January, 1996.


Jonathan K. Winer, Esquire

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Jonathan K. Winer, Esquire

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TALLAHASSEE, FLORIDA

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Norman A. Eliot & Co.

Certified Public Accountants

NORMAN A. ELIOT, C.P.A.
PETER G. L. KRANTZ, C.P.A.
JOHN DEUMENIHAL, C.P.A.

VIVIAN E. BEAHM, C.P.A.
HAROLD BINGEL, C.P.A.

1400 SOUTH DAD RD. AND BULLIVARD
MIAMI, FLORIDA 33150
PHONE (305) 670-4444
FAX (305) 670-0105

April 26, 1996

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

300001821713
-05/15/96--D1019--0006
*****35.00 *****35.00

Re: Thunderstar Systems Corporation

Gentlemen:

Enclosed are the following on behalf of our client:

1. Original and copy of Articles of Amendment to Articles of Incorporation of Thunderstar Systems Corporation, and
2. A check for \$35.00 for filing fees.

Please forward to us at the above address a stamped copy of the Articles as soon as possible.

Very truly yours,

NORMAN A. ELIOT & CO.


Norman A. Eliot, C.P.A.

NAE/pr
enclosures
Certified Mail - Return Receipt Requested

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DIVISION OF CORPORATIONS
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mc
MAY 17 1996

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
THUNDERSTAR SYSTEMS CORPORATION
a Florida corporation

STEFAN A. COHEN certifies that:

1. He is the duly elected President and Secretary of said corporation.
2. The Articles of Incorporation of said corporation shall be amended by revising and replacing Article I to read as follows:

ARTICLE I
CORPORATE NAME

The name of this corporation shall be: THUNDERSTAR RECOVERY
SYSTEMS CORPORATION

3. The foregoing amendment was approved by the Board of Directors.
4. The foregoing amendment was approved on April 25, 1996 by the required vote of the shareholders of said corporation in accordance with Section 607.1003 of the Florida Business Corporation Act; the total number of outstanding shares of each class entitled to vote on the foregoing amendment is 100 shares of common stock; and said amendment was approved by the unanimous vote of the such shares.

VERIFICATION

The undersigned, STEFAN A. COHEN, the President and Secretary of THUNDERSTAR SYSTEMS CORPORATION, declares under penalty of perjury that the matters set out in the foregoing Certificate of Amendment of Articles of Incorporation are true of their own knowledge.

Executed this 25th day of April, 1996.

THUNDERSTAR SYSTEMS CORPORATION

By: Stefan A. Cohen
Stefan A. Cohen
Secretary

By: Stefan A. Cohen
Stefan A. Cohen
President

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P96000005087

Norman Eliot
Requestor's Name
9400 S. Dadeland
Address #605
Miami, FL
City/State/Zip Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
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JUN 24 1996
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS JUN - 3 1996

Florida Department of State, Sandra B. Morham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: THUNDERSTAR RECOVERY SYSTEMS CORPORATION

1b. The mailing address of the corporation is : 9400 SOUTH DADELAND BLVD., SUITE 605
MIAMI, FL 33156

1c. Date of Incorporation: 1/17/96 Document number: P96000005088

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

JONATHAN K. WINER, ESQUIRE
ONE SOUTHEAST THIRD AVENUE, SUITE 2200
MIAMI, FL 33131

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

NORMAN A. ELIOT, C.P.A.
9400 S. DADELAND BLVD., SUITE 605
MIAMI, FL 33156

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Stefan A. Cohen
(Signature of an officer, chairman or
vice chairman of the board)

4/25/96
(Date)

STEFAN A. COHEN

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

4/25/96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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