

P96000010238  
TRANSMITTAL LETTER

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

2-1-96

SUBJECT: TEDEM CORP.  
(Proposed corporate name - must include suffix)

100001700521  
-01/29/96--01076--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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: BERNARDO R. RODRIGUEZ  
Name (printed or typed)

10021 SW 98th Ave.  
Address

MIAMI, FL 33176  
City, State & Zip

(305) 273-1628  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

55 JAN 28 1996  
PM 2:01

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

ARTICLES OF INCORPORATION  
OF

EFFECTIVE DATE  
2-1-92

The undersigned, Fernando R. Rodriguez, being of legal age and a natural person, acknowledges and files in the Office of the Secretary of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the state of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I Name

The name of the Corporation is: EIDFM Corporation

ARTICLE II Business

The general nature of the business and businesses to be transacted

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all powers, either as principal, agent, or broker, conferred by the laws of said State of Florida upon corporation formed under the laws of said State and which now or hereafter may be authorized by law.

ARTICLE III Shares

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100 Shares Common Stock-- Par Value One Dollar (US \$1.00) All of the said stock shall be payable in cash, property, real personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration thereof shall have been paid.

ARTICLE IV Right To Purchase Additional Shares

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-

SS JAN 29 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

#### ARTICLE V Existence

This Corporation shall commence its existence on the 1st day of February, 1996, and shall exist perpetually unless sooner dissolved according to law.

#### ARTICLE VI Mailing Address

The street address of the initial mailing address of the Corporation is:

10021 S.W. 98th Avenue  
Miami, FL. 33176

#### ARTICLE VII Registered Agent

The initial registered agent for the Corporation is Fernando R. Rodriguez located at:

10021 S.W. 98th Avenue  
Miami, FL. 33176

#### ARTICLE VIII Directors

The Corporation shall have not less than two directors, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been elected and qualified.

#### ARTICLE IX First Board

The following shall constitute the first Board of Directors of the Corporation.

<u>Name</u>	<u>Address</u>
Fernando R. Rodriguez	10021 S.W. 98th Avenue
D. Miriam Rodriguez	Miami, FL. 33176

#### ARTICLE X Transaction With Directors

Unless otherwise provided for in the By-Laws or a shareholders' Agreement, no contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or Aant firm of which any director may be a member, any be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors

or a majority thereof, and any director of this Corporation who is also a director or any officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

#### ARTICLE XI Incorporator

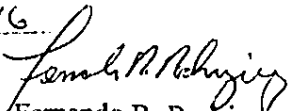
The name and address of the initial incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Fernando R. Rodriguez	10021 S.W. 98th Avenue Miami, FL 33176

#### ARTICLE XII General Provisions

1. The private property of the stockholders shall not be subject to the payment of any corporation debts to any extent whatsoever.
2. The corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonable incurred by him in connection with or rising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation ( whether or not he continues to be an officer or director at the time of incurring such expenses ), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of Feb 96

  
Fernando R. Rodriguez  
Incorporator and Subscriber

STATE OF FLORIDA)  
COUNTY OF DADE ) SS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Fernando R. Rodriguez known to me and known by me the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22 day of Jan 1996

NOTARY PUBLIC, STATE OF FLORIDA

*Noraida C. Hernandez*  
NORAIDA C. Hernandez

My Commission expires



CERTIFICATION DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED :  
FIRST -- THAT EDEM CORP  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI STATE OF FLORIDA, HAS NAMED

(STATE)  
FERNANDO R. RODRIGUEZ LOCATED AT: 10021 S.W. 98TH AVENUE  
(NAME OF REGISTERED AGENT) MIAMI, FLORIDA 33176  
( STREET ADDRESS)

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

SIGNATURE

*Fernando R. Rodriguez*

TITLE

*President*

(CORPORATE OFFICER)

DATE

*1-22-96*

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

REGISTERED AGENT

STATE OF FLORIDA )

COUNTY OF DADE ) SS

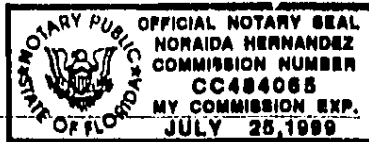
DATE

1-22-96

NOTARY PUBLIC

*Noraida C. Hernandez*  
NORAIDA C. Hernandez

COMMISSION EXPIRES



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

55 JAN 23 PM 2:01

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