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MARTIN E. PONS  
ATTORNEY AT LAW

FIRST UNION FINANCIAL CENTER  
800 SOUTH MIRCAYNE BOULEVARD  
SUITE 4020  
MIAMI, FLORIDA 33131-2302

FILED

96 MAR 25 PM 1:48  
TELEPHONE (308) 373-8444  
FAX (308) 373-0030  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 8, 1996

Florida Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

600001712616  
-02/12/96--01078--005  
\*\*\*122.50 \*\*\*122.50

Re: Tekno, Inc.

To whom this may concern:

Enclosed please find Articles of Incorporation as to the above named corporation.

I am also enclosing check in the amount of \$122.50 representing your filing fee. Please return the Certificate of Incorporation to the undersigned.

If you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,

*Martin E. Pons*  
MARTIN E. PONS

W96-3536  
502  
703

MEP/aa

Enclosure

Martin Pons GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article VII  
DATE 3-5-96  
DOC. EXAM KH

3-5-96  
KH



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 15, 1996

MARTIN E. PONS, ATTORNEY AT LAW  
FIRST UNION FINANCIAL CENTER  
200 SOUTH BISCAYNE BLVD., SUITE 4920  
MIAMI, FL 33131-2352

SUBJECT: TEKNO, INC.  
Ref. Number: W960000000036

We have received your document for TEKNO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Article VII states there will be ONE (3) director(s), whereas FOUR (4) is/are listed.

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) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 496A00006738

**ARTICLES OF INCORPORATION**

**OF**

**TEXPO, INC.**

**FILED**

**96 MAR -5 PM 1:48**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of this corporation is **TEXPO, INC.**, with its principal office at 9324 SW 151 Avenue, Miami, Florida 33196.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "COMMON SHARES".

**ARTICLE V - PREEMPTIVE RIGHTS**

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

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 9324 SW 151 Avenue, Miami, Florida 33196, and the

name of the initial registered agent of this corporation at that address is PATRICIA ARGUELLO.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the directors of this corporation is as follows:

ROGER A. ARGUELLO 9324 SW 151 Avenue Miami, Florida 33196	- President
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PATRICIA ARGUELLO 9324 SW 151 Avenue Miami, Florida 33196	- Secretary
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PATRICIA D. ARGUELLO 9324 SW 151 Avenue Miami, Florida 33196	- Treasurer
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ROGER H. ARGUELLO JR. 9324 SW 151 Avenue Miami, Florida 33196	- DIRECTOR
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#### **ARTICLE VIII - INCORPORATION**

The name and address of the person signing these articles is:

ROGER A. ARGUELLO  
9324 SW 151 Avenue  
Miami, Florida 33196

#### **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE X - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors or the holders of no less than one tenth of all the shares entitled to vote at the meeting.

#### **ARTICLE XI - SHAREHOLDER QUORUM AND VOTING**

The majority of the shares entitled to vote, represented by person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

**ARTICLE XII - APPROVAL OF  
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV - AMENDMENT**

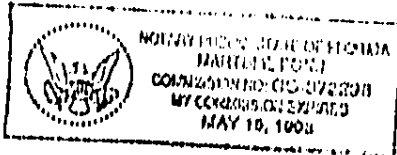
This corporation reserves the right to amend or repeal any provision contained in these Articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 7th day, of February, 1996.

  
\_\_\_\_\_  
ROGER A. ARGUELLO

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7 day of February, 1996, by ROGER A. ARGUELLO, who is personally known to me.



Mark E. N  
SIGNATURE OF PERSON  
TAKING ACKNOWLEDGMENT

MARION E. PONS  
NAME OF ACKNOWLEDGER TYPED,  
PRINTED OR STAMPED

I, the undersigned, having been named as initial Registered Agent of the corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

Patricia Arguello  
PATRICIA ARGUELLO  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA