

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9100
904-520-7145

000-144-0086



P96000020706

ORDER NO. = 02710000000000000000

REFERENCE = 02710000000000000000

AUTHORIZED SIGN *Patricia Pizzuto*

COST LABEL = 4 1702500

ORDER DATE = March 6, 1996

ORDER TIME = 10:00 AM

ORDER NO. = 02712003

CUSTOMER NO. = 4362500

200001734392

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, MILL & EMERY

201 South Broadway Boulevard
22nd Floor
Miami, FL 33131-4334

DOMESTIC FILING

NAME: TOROSIL, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXPLORER'S INITIALS:

FILED
96 MAR -6 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAR -6 AM 11:09
DIVISION OF CORPORATION

T. BROWN MAR - 7 1996

ARTICLES OF INCORPORATION
OF
TOROSH, INC.

FILED
96 MAR -6 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is TOROSH, INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 4777 Pine Tree Drive, Miami Beach, Florida 33140.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4777 Pine Tree Drive, Miami Beach, Florida 33140. The name of the initial registered agent at such address is Todd R. Shack.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in the manner provided in the By-Laws but shall never be less than one (1). The name of the initial director of this Corporation is Todd R. Shack whose address is 4777 Pine Tree Drive, Miami Beach, Florida 33140.

ARTICLE VIII - BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the initial director of this Corporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by applicable law.

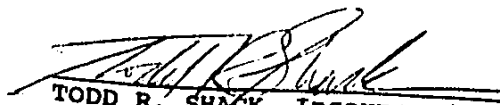
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Todd R. Shack, 4777 Pine Tree Drive, Miami Beach, Florida 33140.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 5th day of March, 1996.


TODD R. SHACK, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

DATED THIS 5th DAY OF MARCH, 1996.

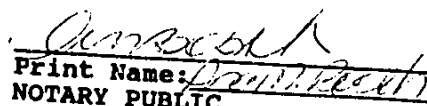

Todd R. Shack,
Registered Agent

FILED
MAR -6 AM 7:57
TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
COUNTY OF DADE) SS:

Before me, a Notary Public authorized in the State and County set forth above, personally appeared TODD R. SHACK, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of TOROSH, INC., a Florida corporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of March, 1996.


Print Name: ANA M. BOSCH
NOTARY PUBLIC

My Commission Expires:



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