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FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOUTH SUPPLIERS CORP.

FAX AUDIT NUMBER: H96000003306

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ARTICLES OF INCORPORATION  
OF  
SOUTH SUPPLIERS CORP.

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95 MAR -8 AM 10:26  
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TAMM HALL, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 607.0202, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation shall be:

SOUTH SUPPLIERS CORP.

Such name being in conformity with Chapter 607.0401, Florida Statutes.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation is not determined at this time.

The mailing address of this corporation shall be:

300 Sevilla Avenue, Suite 216, Miami, Florida 33134

Prepared By: Arnold Rockford, Esquire, P.A.  
300 Sevilla Avenue, Suite 216  
Phone: (305) 569-0330 Fax: (305) 569-0331  
BAR # 982695

H 960000 03305

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred Thousand (100,000) shares of no par value voting common stock.

All such shares are of one class and are shares of Common Stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Arnold Rockford, Esq.  
300 Sevilla Avenue, Suite 216  
Coral Gables, Florida 33134  
(305) 569-0330

This agent, pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

ARTICLE V - INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

Arnold Rockford, Esq., 300 Sevilla Avenue, Suite 216, Coral Gables, Florida  
33134

ARTICLE VI - PURPOSES

This corporation is organized for any and all lawful businesses purposes permitted under its Articles of Incorporation and for which a corporation may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

H 960000 03305

The corporation may also do and transact any and all business as permitted under the laws of the State of Florida and the United States of America. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own businesses, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and 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 Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

#### ARTICLE VII - SHARES ISSUED FOR SERVICES AS CONSIDERATION

The corporation may issue shares or options to shares to an employee and the Board of Directors of this corporation shall be authorized to enter into an agreement with any employee or to issue shares or options to shares to any employee whether for currency, property, or services rendered. In the case of options to purchase shares of the corporation these may apply to future services to the corporation. This Article's provisions are subject to all other restrictions wherever located within these Articles of Incorporation.

The corporation may grant its employees an option to purchase its stock at a bargain price, either by individual agreement or under the general terms of this Article. Any shares granted under an option shall protect any preemptive rights of existing shareholders. The purpose for these options shall be to obtain or keep the services of employees for the corporation, by selling its stock at a bargain price. The corporation must be assured that the services of any employee obtaining an option will continue for a period of time of a year or more.

The Board of Directors shall be authorized to set aside, at its discretion, a number of shares of the common stock without par value of this corporation for sale or issuance to the employees of this corporation and of its subsidiaries upon terms set at the discretion of the Board of Directors, including and not limited to acquisition by employees of shares through stock options. Nothing in this Article shall constitute an obligation by the corporation or its Board of Directors to actually issue such shares to any employee. In absence of a Board of Director's actual issuance of shares under this Article to an employee, the Board of Directors is equally authorized to use the corporate positions and amounts of stock herein specified as an index of compensation for services rendered payable to the respective individual occupying said corporate position. In this case, the employee is not a shareholder of the corporation and shall not be entitled to receive any shares certificate.

H 960000 03305

The President shall be authorized to allot the shares of common stock set aside by the Board of Directors and reserved for employees, to subscribers in the proportion that the subscription of each employee bears to the total amount of common stock subscribed for by all employees, and that the President is authorized to make such allotment, among employee subscribers, of shares not allotted because of fractional subscriptions resulting from this method of allotment, as in his discretion seems most beneficial to this corporation.

Upon the separation of an employee from the corporation, including and not limited to whether by resignation, termination, death, law, or other, the corporation, or its assigns, shall for 90 days thereafter have the right to repurchase the shares issued to any employee under this Article, at its election. In order to effectuate the purposes of this Article, any shares so purchased shall be issued to a Trustee, and shall be held by it in trust for the parties under these Articles of Incorporation, until such time, if any, as this corporation, or its assigns, shall elect to repurchase the said shares under the terms of these Articles of Incorporation. All dividends upon the said stock during said period shall be paid to the shareholder as they become due, and the shareholder shall have the right during the period to vote the stock at all meetings of this corporation, but the shareholder shall not pledge or transfer said shares, or otherwise prevent the carrying out of the terms of this Article. In the event that this corporation, or its assigns, shall elect under this Article to repurchase the shares, it shall pay a price for the shares set by the Board of Directors if no outside price exists therefor to the Trustee, and the Trustee shall thereupon transfer the shares to this corporation, or its assigns, and pay over the purchase price to the shareholder or her executors or administrators or assigns. If, having the right to repurchase said stock, this corporation, or its assigns, shall elect not to do so, said Trustee shall thereupon, and after 90 days after the separation of the shareholder from the corporation as an employee, transfer the same to the shareholder or her executors or administrators or assigns, whose title thereto shall be subject to all other provisions of these Articles of Incorporation.

Shares issued for services shall be conditioned upon receipt by the corporation of services reasonably worth the face value of the shares given therefor. In accordance with the Model Business Corporation Act and these Articles of Incorporation, the judgment of the Board of Directors or the shareholders or the President of this corporation, as the case may be, shall be conclusive as to the value of the consideration received for shares, absent fraud. The "true value" rule is hereby rejected. The Board of Directors shall state by formal resolution its determination of the fair value to the corporation in monetary terms of any consideration other than money for which shares are issued. The Board of Directors, the shareholders, or the President shall be vested with the power to forfeit shares issued under this Article for the employee's failure to comply with the terms of this Article.

Options to purchase shares in accordance with this Article, and to be issued to an employee of this corporation as consideration for future services or past services shall be issued on the condition precedent that the shareholder renders all her efforts to the company's business as the

H 960000 03305

H 960000 03305

corporation's priorities require.

This Article's restrictions are to be noted by the corporation's secretary in the share certificates or share options document granted to the employee.

The corporation shall, through its Board of Directors, shareholders, or President, and in their sole discretion, provide that specific employee positions shall receive compensation indexed by the value of dividends to be received as declared of a determined number of shares of the corporation and such number's assignment shall rest in the sole discretion of the Board of Directors, shareholders, or President of the corporation.

#### ARTICLE VIII - OBLIGATION OF CORPORATION AS TO TRANSFER OF SHARES

In no event shall the corporation sell, transfer, or otherwise dispose of any of the shares of the corporation, including any shares repurchased by it pursuant to the agreement in these Articles of Incorporation, to any person or entity without such person or entity being automatically bound by all applicable parts of these Articles of Incorporation.

#### ARTICLE IX - POWER TO INSURE SHAREHOLDERS FOR CORPORATE BENEFIT

The corporation shall have the power to provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

#### ARTICLE X - DURATION OF CORPORATION

This corporation shall have perpetual duration unless dissolved according to law.

#### ARTICLE XI - INDEMNIFICATION OF PERSONS

The corporation shall, to the fullest extent permitted by Chapter 607.0850, Florida Statutes, as the same may be amended and supplemented, indemnify any and all persons whom

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NORTH FLORIDA CORP. - Article of Incorporation

It shall have power to indemnify under said Chapter from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote to a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida law.

ARTICLE XII - AMENDMENT OF ARTICLES

From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article XII.

ARTICLE XIII - ORGANIZATION EXPENSE

The initial shareholders (those obtaining shares up to one year after the incorporation of this company) shall each advance the required funds, in equal shares, to pay for all expenses and legal fees incurred in organizing this corporation, including legal fees for the preparation of the Articles of Incorporation. The corporation will reimburse the shareholders for these expenses immediately after the corporation comes into existence.

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SOUTH SUPPLIERS CORP., Article of Incorporation

ARTICLE XIV - ARTICLES BINDING ON THIRD PERSONS

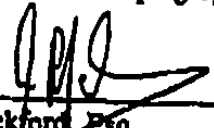
All provisions in these Articles of Incorporation are binding as a contract between the shareholders and the corporation, their heirs, legal representatives, successors, and assigns.

IN WITNESS HEREOF, I have executed these Articles of Incorporation, XIV, in total, for SOUTH SUPPLIERS CORP., in Coral Gables, Dade County, Florida on this 7th day of MARCH, 1996.

  
\_\_\_\_\_  
Arnold Rockford, Esq.  
300 Sevilla Avenue, Suite 216  
Miami, Florida 33134

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

The undersigned, having been named to accept service of process for SOUTH SUPPLIERS CORP. at the place designated in Article IV hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

  
\_\_\_\_\_  
Arnold Rockford, Esq.  
300 Sevilla Avenue, Suite 216  
Coral Gables, Florida 33134

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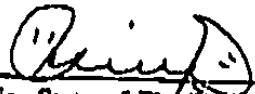
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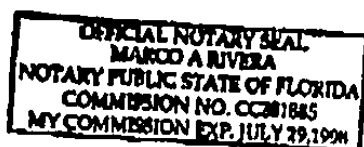
NOTA SUPLENTE CORP. Articles of Incorporation

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgements, personally appeared, Arnold Rockford, Esq. who is personally known to me as identification, and who executed the foregoing Articles of Incorporation and the Acceptance of Registered Agent Appointment, and who acknowledged before me by oath that he executed these Articles of Incorporation.

SWORN AND SUBSCRIBED before me this 7 day of MARCH, 1996.  
WITNESS my hand and official seal in the County and State above-named this 7 day of March, 1996.

My Commission expires:

  
\_\_\_\_\_  
Notary Public, State of Florida



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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