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FROM: EMPIRE CORPORATE KIOSK COMPANY

STATE OF FLORIDA

1002 W. PALM BLVD.

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MIAMI, FL 33135-3146

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PHONE: (305) 541-3694

FAX: (305) 541-3770

((H98000004984))

DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: REPLACEMENTS II, INC.

FAX AUDIT NUMBER: H98000004984

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/08/1996

TIME REQUESTED: 15:48:57

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INFORMATION

ADDITIONAL INFORMATION

03 APR 10 PM 4:30

SECRET



FLORIDA DEPARTMENT OF STATE
Sandra H. Mortham
Secretary of State

April 9, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: REPLACEMENT!, INC.
REF: W96000007601

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

***** COMPARE ARTICLE V AND PAGE 4.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000004584
Letter Number: 696A00016137

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stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V
REGISTERED AND PRINCIPAL ADDRESS

The initial address in Florida of the initial registered agent is 11900 Biscayne Boulevard, Suite 616, North Miami, Florida 33181 and initial principal office of the corporation is 1216 Mango Isle, Fort Lauderdale, Florida 33315.

ARTICLE VI
BOARD OF DIRECTORS

The initial board of directors shall consist of one member, who need not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the person who shall serve as director until the first annual meeting of the shareholders, or until their successor shall have been elected and qualified is as follows:

ERIC BODLEY
1216 Mango Isle
Fort Lauderdale, Florida 33315

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is as follows:

GARRY C. PASKE
11900 Biscayne Boulevard
Suite 616
North Miami, Florida 33181

ARTICLE VIII

AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of common stock.

**ARTICLE IX
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or and property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive rights of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

**CERTIFICATE DESIGNATING 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 REPLACEMENTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Fort Lauderdale, State of Florida, has named GARRY C. FASKE, ESQUIRE, located at 11900 Biscayne Boulevard, Suite 616, City of North Miami, State of Florida, as its agent to accept service of process within Florida.

SECOND -- That having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE

Resident Agent

Date

4/8/96

IN WITNESS WHEREOF, The undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation at Miami, Florida, on the 8th day of April, 1996.

GARRY C. FASKE

STATE OF FLORIDA:
COUNTY OF DADE :

The foregoing Articles of Incorporation was acknowledged

TOTAL P.06

before this 5th day of April, 1996, by GARRY C. FASKE who is personally known to me or who has produced a Florida Drivers License as identification and who did take an oath and did voluntarily acknowledge to me that he made and subscribed the above Articles of Incorporation for the uses and purposes therein mentioned and set forth.

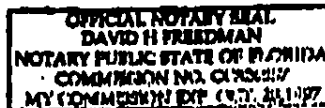
IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in said County and State this 5th day of April, 1996.

David H. Freedman
NOTARY PUBLIC, STATE OF FLORIDA
Commission No.

My commission expires:

This Instrument Prepared By:

Garry C. Faske, Esquire
11900 Biscayne Boulevard
Suite 616
North Miami, Florida 33181
305/892-8972
Fla. Bar No. 654620



FILED
96 APR 10 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA