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96 APR 16 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 919803 83487A

AUTHORIZATION :

COST LIMIT : PRE-PAID

ORDER DATE : April 16, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 919803

CUSTOMER NO: 83487A

CUSTOMER: Ms. Mindy D. Gerson  
NELSON C. KESHEN, ESQ

Suite 1511  
9130 South Dadeland Boulevard  
Miami, FL 33156

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-04/16/96--01113--022  
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DOMESTIC FILING

NAME: I.P.W., CORP.

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: Kathy Drake

EXAMINER'S INITIALS:

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96 APR 16 AM 11:15  
DIVISION OF CORPORATION

4-17-96

ARTICLES OF INCORPORATION  
OF  
I.P.W., CORP.

FILED  
96 APR 16 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being over the age of eighteen (18) years and competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I  
CORPORATE NAME

The name of the corporation is I.P.W., CORP.

ARTICLE II  
PURPOSES & POWERS

The general nature of the business or business to be transacted by this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and to possess and exercise all the powers and privileges granted by the laws of the State of Florida and by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation, including, without limitation:

1. To carry on and engage in any business of any kind.
2. To manufacture, buy, sell, and generally deal in goods of any kind and nature.
3. To undertake, contract for, or carry on any business incidental to or in aid of, or convenient or advantageous in pursuance of, any of the objects or purposes of the Corporation.
4. To engage in the business of importing and exporting goods of every kind, type and description; to purchase and sell such goods as a wholesale, retailer, distributor, or otherwise and to act as an agent or broker in the sale of goods of every kind, type, and description; to do all things as are necessary to the accomplishment of the purposes set forth herein.
5. To enter into and perform all manner and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm, association, corporation, or governmental division or subdivision.
6. To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store, or other facility.

7. To purchase, lease, or otherwise acquire, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any and all foreign countries, subject to the laws of any such state, districts, territories, or countries.
8. To promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals, and others and to give any guaranty in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation.
9. To cause to be formed, merged, reorganized, or liquidated, and to promote, take charge of, and aid in any way permitted by law the formation, merger, liquidation, or reorganization of any corporation, association or organization of any kind, domestic or foreign; and to form, organize, promote, manage, control, and maintain, and to dissolve, merge, or consolidate one or more corporations, in the stock or other securities of which this corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of this Corporation.
10. To enter into partnership agreements and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the Corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this Corporation.
11. To acquire all or any part of the good will, rights, franchises, property, and business of any person, firm, association, or corporation engaged in any business, and to pay for it in cash or in stock or obligations of the Corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.
12. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

### ARTICLE III AUTHORIZED SHARES

The total number of shares of stock which the corporation shall have authority to issue is 5,000 shares of common stock without par value.

### ARTICLE IV PREEMPTIVE RIGHTS

A. Except as provided in Paragraph B hereof, the shareholders of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued shares upon the decision of the board of directors to issue them. Such preemptive right shall include: (a) shares issued to directors, officers, agents, or employees of the Corporation, its subsidiaries, or affiliates; (b) shares issued to satisfy conversion rights created to provide compensation to directors, officers, agents, or employees of the Corporation, its subsidiaries, or affiliates; (c) shares sold otherwise than for money.

B. Without being first offered to the stockholders for subscription, any shares of stock now or hereafter authorized may be issued as: (a) dividends or payment of dividends; or (b) pursuant to any amendment to the Articles of Incorporation whereby shares of stock are changed into a greater number of shares of the same class.

C. A shareholder may waive his preemptive right. A waiver evidenced in writing is irrevocable even though it is not supported by consideration.

D. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of three (3) months after being offered to shareholders at a consideration set by the board of directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of three (3) months is subject to the shareholders' preemptive rights.

#### ARTICLE V CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

#### ARTICLE VI POST OFFICE ADDRESS

The principal office or place of business of the Corporation shall be 3510 N.W. 60th Street, Miami, Florida or such other place as may be designated by the Board of Directors.

#### ARTICLE VII REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for the corporation and the registered office for the Corporation are as follows:

NELSON C. KESHEN  
9130 South Dadeland Blvd.  
Suite 1511  
Miami, Florida 33156

#### ARTICLE VIII NUMBER OF DIRECTORS

The number of directors of the Corporation shall be no less than one (1) nor more than three (3) as shall be from time to time determined by the Board of Directors.

#### ARTICLE IX NAME AND ADDRESS OF DIRECTORS

The initial Director of the Corporation is:

OMAR RIVERO  
335 W. 63rd Street  
Hialeah, Florida 33012

ARTICLE X  
NAME AND ADDRESS OF SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is:

OMAR RIVERO  
335 W. 63rd Street  
Hialeah, Florida 33012


ARTICLE XI  
BY-LAWS

The Initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to repeal or change by the stockholders.

ARTICLE XII  
INDEMNIFICATION

The Corporation shall have the power to indemnify directors, officers, employees, and agents of the Corporation pursuant to the provisions of Chapter 607.0850, Florida Statutes, as the same may by from to time amended.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for the uses and purposes aforesaid, this 8<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
OMAR RIVERO

STATE OF FLORIDA )

COUNTY OF DADE )


SS:



NANCY RODRIGUEZ  
MY COMMISSION # CC436753 EXPIRES  
May 16, 1999  
BONDED THIRTY THOUSAND DOLLARS, INC.

BEFORE ME, the undersigned authority, personally appeared OMAR RIVERO to me well known to be the person described in and who subscribed to the above and foregoing Articles of Incorporation; and he freely and voluntarily acknowledged before me according to law that he after taking oath made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 8<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC-STATE OF FLORIDA  
NANCY RODRIGUEZ  
MY COMMISSION # CC436753 EXPIRES  
May 16, 1999  
BONDED THIRTY THOUSAND DOLLARS, INC.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR SERVICE OF PROCESS WITHIN THIS STATE

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

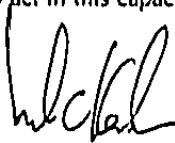
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That I.P.W., Corp. desires to organize as a Corporation under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, and has named NELSON C. KESHEN as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping said office.



\_\_\_\_\_  
RESIDENT AGENT