

P96000035034

— Legal Action Workshop

P.O. Box 208

— St. Augustine, FL 32085

City/State/Zip

Phone #

TELEPHONE 754-217  
-03/25/95--01070--001  
\*\*\*122.50 \*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
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6596-6830

RECEIVED  
MAR 23 11:04:45  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

[ SN MAR 29 1996



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morthum**  
Secretary of State

March 29, 1996

**LEGAL ACTION WORKSHOP**  
**P.O. BOX 208**  
**ST. AUGUSTINE, FL 38085**

**SUBJECT: P.F.M. TRANSFER INC.**  
**Ref. Number: W9600006830**

We have received your document for P.F.M. TRANSFER 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):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6052.

**Sandy Ng**  
Document Specialist

Letter Number: 596A00014489

ARTICLES OF INCORPORATION  
OF  
P.F.M. TRANSFER INC.

RECORDED  
JUN 10 1966  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME.

The name of the corporation is P.F.M. TRANSFER INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 15 Ocean Way , St Augustine , in ST JOHNS County, State of FLORIDA. The registered agent at this address is ANTHONY G. KILE.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of FLORIDA where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 200 SHARES.

Article VI. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to purchase for, purchase, or otherwise acquire such shares.


#### ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is one hundred dollars (\$100.00).

#### ARTICLE VIII. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

In Witness Whereof, the undersigned have hereunto set their hands this 8 day of March, 1996

  
\_\_\_\_\_  
ANTHONY G. KILE

15 Ocean Way  
St Augustine , Florida , 32084

RESOLUTION

A meeting of the Board of Directors of P.F.M. TRANSFER INC was held on MARCH 9, 1996 at which a meeting quorum was present. The following resolution was made by JOHN G. KESLINKE and seconded by ANTHONY G. KESLINKE:

RESOLVED:

That the Officers of P.F.M. TRANSFER INC are authorized to circulate among the shareholders and to file with the Internal Revenue Service all necessary forms needed in order for the Corporation to qualify to be taxed as an S Corporation within the rules and regulations and requirements of the Internal Revenue Service.

After discussion, the foregoing motion was passed unanimously.

  
ANTOINETTE C. LEONARD / SECRETARY

ACTION IN WRITING BY THE DIRECTORS  
OF P.F.M. TRANSFER INC.

Pursuant to the authority granted by the laws of the State of FLORIDA the undersigned, being all the Directors of P.F.M. TRANSFER INC (The "Corporation") do hereby take the following action without a meeting and unanimously consent to the action so taken which shall have the same force and effect as a unanimous vote of the Directors at a meeting called, noticed and conducted for the purposes of taking such action.

RESOLVED:

That the Officers of the Corporation or any of them be, and they hereby are, authorized and directed to file or cause to be filed the appropriate forms with the Internal Revenue Service relative to the election by the Shareholders of the Corporation as an "Electing Small Business Corporation" pursuant to Section 1362(a) of the Internal Revenue Code, which will qualify the Corporation as a so-called "S" Corporation.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of the Corporation, have hereunto set their hands as of this March 8, 1996

  
John G. Keslinke

  
Anthony G. Keslinke

  
Antoinette C. Leonard

(Being all of the directors of the Corporation)

John G. Keslinke  
472 N. Edgewood  
Woodale, IL 60191

Anthony Keslinke  
843 San Simon Dr.  
Concord, CA 94518

Antoinette Leonard  
24 Sea Park Dr.  
St Augustine, Florida 32084

KNOW ALL MEN BY THESE PRESENTS that ANTHONY G. KILE of 15 Ocean Way ,  
St. Augustine , Florida , 32084 , a natural person and resident of St  
Johns County , being the County in which the principal office of  
P.F.M. TRANSFER INC. is located, is hereby appointed as the person on  
whom process, tax notices and demands against P.F.M. TRANSFER INC. may  
be served.

P.F.M. TRANSFER INC.

By: Anthony G. Kile

Dated: March 8 , 1996

ACCEPTANCE

15 Ocean Way  
St Augustine , Florida , 32084

March 8 , 1996

The undersigned hereby accepts the appointment as agent of P.F.M.  
TRANSFER INC. upon whom process, notices and demands may be served.

Anthony G. Kile  
ANTHONY G. KILE

FILED  
MAR 23 11:10:46  
TALLAHASSEE, FLORIDA