

# P96000048583

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Pay Group, Inc.

☒ Capital Express™

☐ Art. of Inc. Fila

☐ Corp. Record Search

☐ Ltd. Partnership Fila

☒ Foreign Corp. Fila

☐ ( ) Cert. Copy(s)

☐ Art. of Amend. Fila

☐ Dissolution/Withdrawal

☐ C U S

☐ Fictitious Name Fila

☐ Name Reservation

☐ Annual Report/Maintenance

☐ Reg. Agent Service

☐ Document Filing

☐ Corporate Kit

☐ Vehicle Search

☐ Driving Record

☐ Document Retrieval

☐ UCC 1 or 3 Fila

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ File No.'s, Copies

☐ Courier Service

☐ Shipping/Handling

☐ Phone ( )

☐ Top Priority

☐ Express Mail Prep.

☐ FAX ( ) pgs.

SUBTOTALS

FEE

DISBURSED

SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

C.C. FEE.

DISBURSED

96 JUN 7 AM 9:18

FILED

TALLAHASSEE, FLORIDA

100001858084

06/06/96--01024--006

\*\*\*122.50 \*\*\*122.50

96 JUN -5 AM 8:52

RECEIVED

DIVISION OF CLERK DIVISION

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME After \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN 6/6 12:00  
Will Pick Up

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 6, 1996

CAPITAL CONNECTION, INC.  
P O BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: PAR GROUP, INC.  
Ref. Number: W96000011989

FILED  
96 JUN -7 AM 9:18  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for PAR GROUP, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 096A00028304

RECEIVED  
96 JUN -7 AM 8:46  
DIVISION OF CORPORATION

*Corrected*

ARTICLES OF INCORPORATION  
OF  
PAR INTERNATIONAL CORPORATION

ARTICLE ONE

The name of this corporation shall be PAR INTERNATIONAL CORPORATION

ARTICLE TWO

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE THREE

This corporation is authorized to issue 1,200 shares of stock with a par value of \$1.00.

All of said stock shall be payable in cash, real or personal property, labor or services in lieu of cash at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he/she already holds, every stockholder of this corporation shall have the preemptive right to purchase his/her pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of these provisions.

ARTICLE FOUR

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE FIVE

The initial principal place of business of this corporation shall be at: 100 Miracle Mile, Third Floor, Coral Gables, Florida 33134, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent for the corporation shall be Ana C. Rasco, 100 Miracle Mile, Third Floor, Coral Gables, Florida 33134.

ARTICLE SIX

This corporation shall have one (1) Director initially. The number shall be fixed by the By-Laws and may be changed from time to time.

FILED  
96 JUN -7 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE SEVEN

The name and address of the first Director of the corporation, who shall hold office for the first year or until a successor is named is:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Ana C. Rasco	President	100 Miracle Mile, Third Floor Coral Gables, Florida 33134

#### ARTICLE EIGHT

The name and address of the incorporators are: ANA C. RASO, 100 Miracle Mile, Third Floor, Coral Gables, Florida 33134.

#### ARTICLE NINE

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or any majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum any ay meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he/she was not such a director or officer of such other corporation or not so interested.

#### ARTICLE TEN

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

Articles of Incorporation  
PAR GROUP, INC.  
Page 3

IN WITNESS WHEREOF, I, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 29 day of May 1996.

Ana C Rasco  
ANA C. RASCO

STATE OF FLORIDA     }  
                                      } SS:  
COUNTY OF DADE     }

FILED  
96 JUN -7 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared ANA C. RASCO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn, acknowledged under oath that she executed same for the purpose therein expressed.

29 WITNESS my hand and Official Seal in the State and County aforesaid, this day of May 1996.

MY COMMISSION EXPIRES:



Ana C Rasco  
NOTARY PUBLIC, State of Florida  
Ana A-101250  
Printed name of Notary

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED Resident Agent of this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

Ana C Rasco  
ANA C. RASCO, Resident Agent  
100 Miracle Mile, Third Floor  
Coral Gables, Florida 33134