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JUN-26 1996 10:00 AM

FLORIDA DIVISION OF CORPORATIONS
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((H96000008934)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3084
FAX: (904) 922-4000 FAX: (305) 541-3770

((H96000008934)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: F & A CORP.
FAX AUDIT NUMBER: H96000008934 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/20/1996 TIME REQUESTED: 15:00:52
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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6/26/96
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CORPORATIONS
DIVISION OF
TALLAHASSEE, FL
32399

RECEIVED
JUN 26 PM 4:15
DIVISION OF CORPORATIONS

12 P.00/10
4

**ARTICLES OF INCORPORATION
OF
F & A Corp.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be F & A Corp.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 102 Curtis Parkway, Miami Springs, Fl 33166 and the name of the initial Registered Agent for the corporation at that address is Ana Mercedes Batista De Pitelvon

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or

Prepared by: James S. Newell Esq. Fla Bar 39063
691 SE 3 Place, Hialeah, Fl 33010
305-882-5894



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transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The Initial Board of Directors shall consist of:

Francisco de Rosario Pitelson Sanchez.- President
Ana Mercedes Ballata De Pitelson - Vice President - Secretary
ARTICLE IX INCORPORATOR

50 Shares
50 Shares

The name and address of the incorporator is:

Francisco de Rosario Pitelson Sanchez
44 Palmetto Drive
Miami Springs, FL 33166

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20th day of April, 1990.

Incorporator

H9 600008934

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DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. F & A Corp., a corporation organizing under the laws of the State of Florida, with its principal office located at 102 Curds Parkway, Miami Springs, Florida, 33168, has named Ann Mercedes Balista De Pitelson, whose address is 44 Palmetto Drive, Miami Springs, FL 33168, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during proscribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Ann Mercedes Balista

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APRIL 4TH 1997

DIVISION OF CORPORATION
PO BOX 6327
TALLAHASSEE, FL 32314

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*****35.00 *****35.00

DEAR SIR:

ENCLOSED ARE THE ARTICLES OF DISSOLUTION FOR F & A CORP,
CURRENT ADDRESS IS 6645 NW 39TH ST, MIAMI, FL , 33166.

SHOULD YOU REQUIRE ANY FURTHER INFORMATION IN THIS
REGARD, PLEASE DO NOT HESITATE TO CONTACT ME AT 305-871-3268.

VERY TRULLY YOURS

ANA M BATISTA PITELSON

Ana Mercedes Batista Pitelson

FILED
97 APR 16 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~*1055, 1092, 1072, 6716~~

Diss

KFJ 4-17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 APR 16 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 10, 1997

Ana M. Batista Pitelson
% F & A CORP.
6645 NW 39th Street
Miami, FL 33166

SUBJECT: F & A CORP.
Ref. Number: P96000054688

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 197A00018117

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97 APR 16 AM 8:17

DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

FILED

9 APR 16 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: F & A CORP.

SECOND: The date dissolution was authorized: FEB 1st, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 14th day of APRIL, 19 97

Signature Ana Mercedes Batista Pitelson
(By the Chairman or Vice Chairman of the Board, President, or other officer)

ANA MERCEDES BATISTA PITELSON

(Typed or printed name)

VICEPRESIDENT

(Title)