

# PROMPT TECH, INC.

Network Consultant • Technical Software • Computer • Internet • Intranet • Extranet • Database • Marketing • Research • Training

3932 N.W. 167th Street • Miami, Florida • Ph: (305) 628-2655 • Fax: (305) 628-3678 • National: (800) 336-1878

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June 19, 1996

Florida Department of State  
Division of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, Florida 32314

3000018753-13  
-06/25/96---01126---016  
\*\*\*245.00 \*\*\*122.50


Re: **ARTICLES OF INCORPORATION**

Dear Sir/Madam:

I am submitting to your office two copies (an original and one copy) of articles of Incorporation for Chem, Inc.

I have enclosed a check for \$122.50 and do request a copy of the Articles

Thank you for your assistance in this matter.



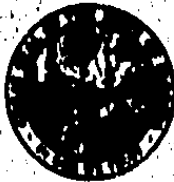
Donald F. Cook  
President

DFC/sb

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

June 26, 1998

**DONALD F. COOK**  
3932 NW 187TH ST  
MIAMI, FL

**SUBJECT: CHEM, INC.**  
Ref. Number: W98000013537

We have received your document for CHEM, INC. and check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 596A00031605

**ARTICLES OF INCORPORATION  
OF  
CHEM OF MIAMI, INC.**

(I), (WE), the undersigned, hereby associated together for the purpose of becoming a Corporation under the laws of the State of Florida, and for the formation, liabilities, rights, privileges and immunities of a Corporation **FOR PROFIT**.

**ARTICLE I**

The name of the Corporation shall be: **CHEM OF MIAMI, INC.** Its principal business shall be carried on at: **21110 N.W. 39TH AVENUE, MIAMI, FLORIDA 33054**, and such other places or points in the State of Florida, and the United States and foreign countries as may from time to time be authorized by the Board of Directors.

**ARTICLE II**

The general nature of the business or businesses to be transacted by this Corporation is as follows:

**Section I**

To conduct a general business in any activity allowed by law.

**Section II**

To engage in any lawful activities including the purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and choices in action, either as owner, broker, agent or factor.

**Section III**

To engage in the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business affairs, and without limit as to the amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other dispositions of bonds, warrants, debenture, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

**Section VI**

This Corporation shall have all the general powers together with all of the additional and specific powers granted by the laws of the State of Florida, as well as all implied powers in carrying out the foregoing owners.

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STATE OF FLORIDA  
TALLAHASSEE

## **Section V**

The foregoing clauses shall be construed both as objects and powers, but not recitation, expression or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but is hereby expressly declared that other lawful powers not inconsistent therewith be hereby included.

## **ARTICLE III**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 7,500 shares of \$1.00 par value.

## **ARTICLE IV**

This Corporation shall do business with a capital of not less than Five Hundred (\$500.00) dollars.

## **ARTICLE V**

This Corporation shall exist perpetually.

## **ARTICLE VI**

The principal office address of this Corporation shall be located at: 21110 N.W. 39TH AVENUE, MIAMI, FLORIDA 33054 in DADE COUNTY and it may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

## **ARTICLE VII**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-laws adopted by the stockholders.

## **ARTICLE VIII**

The names and post office addresses of the first Board of Director(s) of this Corporation, who shall hold office until the organization meeting of this Corporation and until the organizational meeting of this Corporation and until their successors are elected, and have qualified are:

<b>NAME</b>	<b>ADDRESS</b>
<b>CARMEN McDONALD</b>	<b>21110 N.W. 39TH AVENUE</b>
<b>PRESIDENT/SECRETARY</b>	<b>MIAMI, FLORIDA 33054</b>

DONALD F. COOK  
VICE-PRESIDENT  
TREASURER

21110 N.W. 39TH AVENUE  
MIAMI, FLORIDA 33054

### ARTICLE IX

The Registered Agent of this Corporation shall be: DONALD F. COOK, whose address is: 21110 N.W. 39TH AVENUE, MIAMI, FLORIDA 33054.

### ARTICLE X

The names and post office addresses of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>
CARMEN McDONALD	21110 N.W. 39TH AVENUE MIAMI, FLORIDA 33054	3,825
DONALD F. COOK	21110 N.W. 39TH AVENUE MIAMI, FLORIDA 33054	1,875

The subscribers to the above stock do hereby certify that the above subscription amounts to be at least \$500.00 and that said sum has been paid to the Corporation.

### ARTICLE XI

The provisions of this Chapter, and each and every Article and Sections hereof, and the By-laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation dealing with this Corporation is hereby charged with knowledge and notice.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 1ST day of July, 1996.

  
\_\_\_\_\_  
DONALD F. COOK  
VICE-PRESIDENT  
TREASURER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the said Act:

CHEM OF MIAMI, INC., organizing under the State of Florida, with its principal office at: 21110 N.W. 39TH AVENUE, MIAMI, FLORIDA 33054, as also indicated in the Articles of Incorporation at CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, has named DONALD F. COOK, as its Agent to accept service of process within this state, whose address is: 21110 N.W. 39TH AVENUE, MIAMI, FLORIDA 33054.

**ACKNOWLEDGEMENT: (Must be signed by Designated Agent)**

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 provisions of said Act relative to keeping open said office.

By:   
DONALD F. COOK, Registered Agent

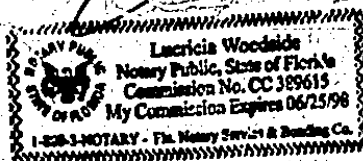
STATE OF FLORIDA     )  
                                  )  
COUNTY OF            ) SS

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned Notary Public, DONALD F. COOK, well known and known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to the same for the same purposes therein expressed.

WITNESS my signature and official seal at MIAMI, said County of DADE, the 1st, day of July, 1996.

  
Notary Public

My Commission Expires:



I.D. Presented: \_\_\_\_\_

FILED  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA