

P96000059585

T & S INSTALL ALL, INC.  
1420 Michigan Avenue  
Miami Beach, Florida 33139  
(305) 657-4803

EFFECTIVE DATE

7-9-96

FILED  
96 JUL 15 AM 9:11  
TALLAHASSEE, FLORIDA

800001895338  
-07/16/96--01159--005  
\*\*\*\*122.50 \*\*\*\*122.50

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

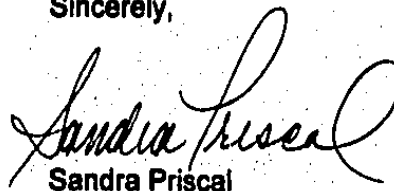
Re: T & S Install All, Inc.

Dear Sir or Madame:

Please file T & S Install, Inc. and return a file stamped copy. Duplicate articles and the filing fee check of \$122.50 are enclosed. **NOTE RETROACTIVE EFFECTIVE DATE.**

Thank you.

Sincerely,

  
Sandra Priscal

Enclosures

enc 7-17-96

EFFECTIVE DATE:

7-9-96

ARTICLES OF INCORPORATION  
FOR  
T & S INSTALL ALL, INC.

FILED  
96 JUL 15 4 31 PM  
CLERK OF THE  
COURT  
MIAMI BEACH, FLORIDA

The undersigned incorporators, by these Articles associate themselves for the purpose of forming a corporation pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE 1  
NAME

The name of the corporation shall be T & S INSTALL ALL, INC., whose mailing address is 1420 Michigan Avenue, Miami Beach, Florida 33139.

ARTICLE 2  
DURATION AND EFFECTIVE DATE

This corporation shall commence its existence on July 9, 1996 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE 3  
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE 4  
DEFINITIONS

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorities</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000	\$0.00	common

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

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

#### **ARTICLE 6** **INITIAL REGISTERED AGENT**

The initial registered agent of this corporation shall be Sandra Priscal, whose mailing address is 1420 Michigan Avenue, Miami Beach, Florida 33139.

#### **ARTICLE 7** **INITIAL DIRECTORS**

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Sandra Priscal

Antonio Priscal

#### **ARTICLE 8** **INCORPORATORS**

The names and addresses of the incorporators of the Association are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Sandra Priscal	1420 Michigan Avenue Miami Beach, Florida 33139
Antonio Priscal	1420 Michigan Avenue Miami Beach, Florida 33139

## **ARTICLE 9**

### **OFFICERS**

The affairs of the corporation shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President & Vice President

Sandra Priscal

Treasurer & Secretary

Antonio Priscal

## **ARTICLE 10**

### **NO SHAREHOLDER LIABILITY**

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

## **ARTICLE 11**

### **INDEMNIFICATION**

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect, unless the liability to be indemnified arose from the gross negligence or recklessness of any such officer, director or employee.

## **ARTICLE 12**

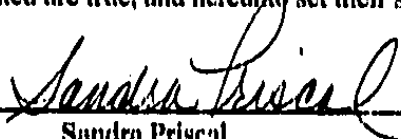
### **SPECIAL PROVISIONS**

The power to adopt initial bylaws is reserved to the shareholders of the corporation, who shall adopt and approve the same unanimously. Amendments to the bylaws may be proposed by any director(s) but may not come into force without the unanimous consent of the shareholders.

1. Pledging or otherwise encumbering corporate assets;
2. Borrowing money in the name of the corporation or otherwise obligating the corporation to repay any loan, except to the extent that such borrowings occur in the ordinary course of the corporation's business pursuant to lines of credit or other credit arrangements previously approved by the shareholders;

3. Selling assets of the corporation, other than sales of inventory in the ordinary course of business.

IN WITNESS WHEREOF, the incorporators make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set their signatures as of this 12 day of July, 1996.

  
Sandra Priscal

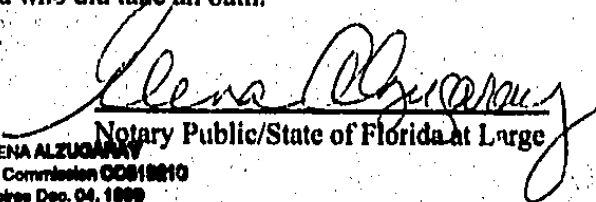
  
Antonio Priscal

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 1996 by Sandra Priscal, who is personally known to me and who did take an oath.

My Commission Expires:



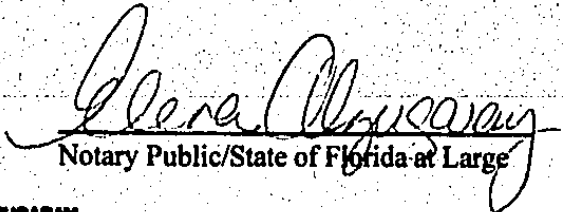
  
Notary Public/State of Florida at Large  
ELENA ALZUGARAY  
My Commission OCS18210  
Expires Dec. 04, 1999

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 1996 by Antonio Priscal, who is personally known to me and who did take an oath.

My Commission Expires:




  
Notary Public/State of Florida at Large  
ELENA ALZUGARAY  
My Commission OCS18210  
Expires Dec. 04, 1999

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

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at City of Miami Beach, County of Dade, State of Florida, the Corporation named in the said articles has named Sandra Priscal, 1420 Michigan Avenue, Miami Beach, Florida 33139 as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and acknowledge that we are familiar with and accept the obligations set forth in Florida Statutes Section 607.0505.

  
Sandra Priscal, As Registered Agent

Dated this 2 day of July, 1996.

FILED  
96 JUL 15 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA