

# P960007 63650

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8817  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

ReArrangement Services  
 INC.

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 \$ \_\_\_\_\_

EFFECTIVE DATE  
7-25-96

1096-15625

P. CHESSEB JUL 30 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/26/96		
TIME	9:20		CK No. _____
BY	CD		

WALK-IN  
 Will Pick Up \_\_\_\_\_

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
<b>SUBTOTALS</b> _____		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

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

July 26, 1996

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

SUBJECT: PREARRANGEMENT SERVICES, INC.  
Ref. Number: W96000015698

FILED  
95 JUL 30 PM 1:32  
TALLAHASSEE, FLORIDA

We have received your document for PREARRANGEMENT SERVICES, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6928.

Agnes Lunt "Hello"  
Corporate Specialist

Letter Number: 896A00036080

Corrected

ARTICLES OF INCORPORATION  
OF  
PREARRANGEMENT SERVICES, INC.

EFFECTIVE DATE  
7-25-76

The undersigned subscriber to the articles of incorporation, STANLEY ROTHBERG, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

FILED  
95 JUL 30 PM 1:32  
TALLAHASSEE  
FLORIDA

**ARTICLE I**

**Name**

The name of this corporation is PREARRANGEMENT SERVICES, INC. The mailing address of the corporation is: 4029 Crockers Lake Blvd., Suite 1818, Sarasota, Florida, 34238.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of subscription and acknowledgment of these articles and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Nature of Business**

The corporation is organized to engage in any and all lawful businesses.

**ARTICLE IV**

**Powers**

The corporation shall have power:

- (a) To have perpetual succession by its corporate name
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to an use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise

the powers granted by this act within or without this state

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to affect its purposes.

## **ARTICLE V**

### **Capital Stock**

This corporation is authorized to issue ONE HUNDRED (100) shares of no par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered agent office of this corporation is 523 South Washington Blvd., Sarasota, Florida 34236 and the name of its initial registered

agent at such an address is DAVID S. SIMON, ESQ.

## ARTICLE VII

### Directors

The corporation shall have one director initially. the number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until their successors are duly elected and qualified, is:

#### Name

#### Address

STANLEY ROTHBERG

4029 Crockers Lake Blvd., Suite 1818  
Sarasota, Florida 34238

## ARTICLE VIII

### Subscribers

The name and street address of the incorporator signing these articles of incorporation is:

#### Name

#### Address

STANLEY ROTHBERG

4029 Crockers Lake Blvd., Suite 1818  
Sarasota, Florida 34248

## ARTICLE IX

### Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

## ARTICLE X

### Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

## ARTICLE XI

### Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to acquire such shares, which may be issued at any time by the corporation.

## ARTICLE XII

### Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

## ARTICLE XIII

### Amendment

These articles of incorporation may be amended in the manner provided by law.

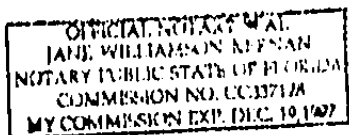
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on July 25, 1996.

  
STANLEY ROTHBERG

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on July 25, 1996  
by STANLEY ROTHBERG.

Jane Williamson Keenan  
Notary Public



Jane Williamson Keenan  
Notary Name typed/printed

Personally Known \_\_\_\_\_ OR Produced Identification ✓

Type of Identification Produced Id. Produced Keenan



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: PREARRANGEMENT  
SERVICES, INC.


2. The name and street address of the registered agent and office is: DAVID S. SIMON, ESQ.

523 SOUTH WASHINGTON BLVD.

SARASOTA, FLORIDA 34236

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

7/26/96

  
DAVID S. SIMON

FILED  
96 JUL 30 PM 1:32  
TALLAHASSEE, FLORIDA