

P960000065751

8 AUG 1996 12 PM EMPIRE CORPORATE KIT
(((H960000010920)))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINED STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ROD'S SERVICE, CORP.
FAX AUDIT NUMBER: H960000010920
DATE REQUESTED: 08/00/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$70.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 17:12:49
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H960000010929)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:21:51

FILED
96 AUG -7 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

96 AUG -7 AM 7:25

RECEIVED

96 AUG -7 PM 12:52

FILED
96 AUG -7 PM 12:52
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
ROD'S SERVICE, CORP.

The undersigned, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ROD'S SERVICE, CORP.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ELKINS & FREEDMAN
2101 W. Commercial Blvd., Suite 5400
Fort Lauderdale, Florida 33309
(305) 733-1330
Attorney: RICHARD L. FREEDMAN, ESQ.
Bar No.: 270598

ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 150 N.W. 108TH TERRACE, SUITE #102, PEMBROKE PINES, FLORIDA 33026 and the name of the initial registered agent of this corporation is ROYLANDO I. OLAZO, whose address is 150 N.W. 108TH TERRACE, SUITE #102, PEMBROKE PINES, FLORIDA 33026.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is ROLANDO I. OLAZO, 150 N.W. 108TH TERRACE, SUITE #102, PEMBROKE PINES, FLORIDA 33026.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles
is: ROLANDO I. OLAZO, 150 N.W. 10TH TERRACE, SUITE #102,
PEMBROKE PINES, FLORIDA 33026.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or
any former officer or director, to the fullest extent permitted
by law either now existing or hereafter enacted.

ARTICLE XI

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 or 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
or such firm is so interested shall be disclosed or shall have
been known to the Board of Directors or a majority thereof, and
any director of this corporation who is also a director or an
officer of such corporation, or who it is so interested may be
counted in determining the existence of a quorum at any 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 were not such director or officer of such other

corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of August, 1996.


SUBSCRIBER

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

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

First--That KOD'S SERVICE, CORP., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at City of PEMBROKE
PINES, County of BROWARD, State of Florida, has named ROLANDO I.
OLAZO located at 150 N.W. 108TH TERRACE, SUITE #102, PEMBROKE
PINES, FLORIDA 33026

City of PEMBROKE PINES, County of BROWARD, State of Florida, as
its agent to accept service of process with the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: [Signature]
(Resident Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

36 AUG -7 PM 12:52

FILED

H96000010929

H96000010929