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8/15/96

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA

FROM: ACE INDUSTRIES, INC.
54 NW 11TH ST

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

MIAMI FL 33136-2890

FAX: (904) 922-4000

CONTACT: LYNN FRIEDMAN

PHONE: (305) 358-2571

FAX: (305) 358-7032

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MIRANDA ENTERPRISES INC.

FAX AUDIT NUMBER: H96000011359

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/15/1996

TIME REQUESTED: 09:58:48

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

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FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

August 18, 1996

ACE INDUSTRIES, INC.

MIAMI, FL

SUBJECT: MIRANDA ENTERPRISES INC.
REF: W96000017183

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent must sign accepting the designation.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4402 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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Loris Poole
Corporate Specialist

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Letter Number: 096A00038976

H96-11359

ARTICLES OF INCORPORATION
OF

WAYNE MIRANDA ENTERPRISES INC.

ARTICLE I - NAME

The name of the corporation is **WAYNE MIRANDA ENTERPRISES INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares at \$1.00 par value, common stock, which shall be designated "common shares."

ARTICLE V - 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.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind 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 price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ace INDUSTRIES, INC.

54 N.W. 11th Street
Miami, Florida 33136
305-358-2571

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial REGISTERED office of this corporation is 1166 6th Ave, Vero Beach Florida, 32960 and the name of the registered agent of this corporation at that address is: Wayne P. Miranda

ARTICLE VII - INITIAL OFFICERS & BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial officers and directors of this corporation are:

WAYNE P MIRANDA - President, Secretary, Treasurer
1166 6th Ave Vero Beach, Florida 32960

STACEY H. MIRANDA - Vice President
1166 6th Ave Vero Beach, Florida 32960

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is 1166 6th Ave #6b, Vero Beach, Florida 32960 and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE X - INCORPORATION

The names and addresses of the persons signing these Articles are:

Wayne P Miranda
1166 6th Ave
Vero Beach, Florida 32960

Stacey H. Miranda
1166 6th Ave
Vero Beach, Florida 32960

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite their name:

Wayne P Miranda	250 Shares
Stacey H. Miranda	250 Shares

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Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of July, 1996.

Wayne P. Miranda
Wayne P. Miranda

Wayne H. Miranda
Wayne H. Miranda

STATE OF FLORIDA
COUNTY OF

The foregoing Articles of Incorporation was acknowledged before me this 22 day of July, 1996, by Wayne P. Miranda & Wayne H. Miranda who are personally known to me or who have produced _____ as identification.



RONALD B. BARNETT
My Commission 00000000
Expires Mar. 10, 1999
Bonded by NFPAJ
000-000-0000

Ronald Barnett
Notary Public, State of Florida

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: 8/19/96

Wayne P. Miranda
Wayne P. Miranda

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