

8/23/96

FLORIDA DIVISION OF CORPORATIONS

1:55 PM

((H9600011834))

TO: DIVISION OF CORPORATIONS FROM: FAST CORP AGENT, INC  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

805 NW 43 RD  
SUITE 2-100  
MIAMI FL 33166-3309

CONTACT: LIDIA FERNANDEZ

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H96000011834))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CMS GENERAL CONSTRUCTION CORPORATION

FAX AUDIT NUMBER: H96000011834

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/23/1996

TIME REQUESTED: 13:54:57

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

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.

((H96000011834))

\*\* INVALID SELECTION...PLEASE RE-ENTER \*\*

FILED

96 AUG 23 PM 4:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

 26

NOTED FOR FILING

65 42 12 32 57 95

08/23/96

**CMS GENERAL CONSTRUCTION CORPORATION  
ARTICLES OF INCORPORATION**

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation for profit under Florida law.

**ARTICLE I  
NAME**

The name of the Corporation shall be CMS GENERAL CONSTRUCTION CORPORATION

**ARTICLE II  
TERM**

This corporation shall exist perpetually and commence existence on August 23, 1996.

**ARTICLE III  
PURPOSE**

The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes.

**ARTICLE IV  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

CMS  
737 S.E. 17th Street  
Suite 330  
Ft. Lauderdale, Florida 33316

**ARTICLE V  
CAPITAL STOCK**

The Corporation is authorized to issue Twenty Thousand (20,000) shares of common stock of a par value of One Dollar (\$1.00) a share. For the first year the each Director shall own Thirty percent (30%) of the stock. Upon the issuance of new stock, each shareholder shall be given the opportunity to purchase stock in order to maintain the ownership percentage of the corporation, or as near as can be done without the issuance of fractional shares, at the same price at which it is offered to others.

**ARTICLE VI  
DIRECTORS**

**1. Number**

The Board of Directors shall consist of not less than two (2) and no more than four (4) Directors. The President of the Corporation shall be a member of the Board so long as he or she holds office. The number of Directors may be increased or decreased by a vote of a majority of the Directors holding office. A majority vote is defined as any vote that represents more than half of the Directors present at a meeting, including Directors voting by proxy.

**2. Elections**

At each annual meeting, the members of the Board of Directors shall elect Directors to hold office until the next annual meeting. The members of the Board of Directors shall hold office for a term of one year until a successor shall have been elected and qualified, or until such Director's earlier

Prepared by: Desiree M. Mora  
3251 N.W. 95th Terr.  
Sunrise, Fl 33351  
(954) 523-4294

FILED  
96 AUG 23 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

resignation or removal. Directors shall not be paid for their services, but travel expenses for attending the Board meeting shall be reimbursed.

### 3. Removal and Resignation

The Board of Directors shall meet once a year. A Director may be removed only for cause by a vote of a majority of the Directors then in office. A Director may resign at any time by giving written notice to the Chairperson of the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Chairperson or such officer, and the acceptance of the resignation.

### 4. Annual Meeting

Annual meetings shall be held at the principal place of business of the Corporation, or at such other place as may be set forth in the notice of the annual meeting. The annual meeting date shall be the first Monday of February of each year, provided, however, that whenever such day falls upon a Saturday, Sunday or legal holiday, the meeting shall be held on the next succeeding business day. Notice of every annual meeting shall be mailed to each member of the Board of Directors by the Secretary of the Corporation at least ten (10) days prior to the time fixed for the meeting.

### 5. Special Meetings

Special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or such other place as may be designated in the notice of said meeting. Special meetings may be called by the Chairperson of the Board of Directors, the President of the Corporation, or by one-third (1/3) of the Directors then in office. Notice of all special meetings shall be mailed to each member of the Board of Directors at least ten (10) days prior to the time fixed for the meeting. All notices of special meetings shall state the purpose thereof.

### 6. Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent is obtained in writing by all of the Directors and the Directors are given Five (5) days notice setting forth the action to be taken and such notice will be filed in the minutes of the proceedings of the Board. Consent shall have the same effect as a unanimous vote.

### 7. Initial Directors

The name and street address of each member of the first Board of Directors is:

George A. Mora	Keith Samuels	Andrew H. Carr
1128 S.W. 18th Street	1206 S.W. 82nd Ave	710 Washington Ave. #320
Ft. Lauderdale, Florida	North Lauderdale, Florida	Miami Beach, Florida
33315	33068	33139

## ARTICLE VII OFFICERS

### 1. Officers, Election and Term

The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such other Officers as it may be determine. Officers shall be elected to hold office until the annual meeting of the Board of Directors at which time the election of Officers shall occur. Officers shall hold office for the term for which elected until a successor shall have been elected and qualified, or until such officer's earlier resignation or removal. Any two (2) or more offices may be held by the same persona except that the President and the Secretary shall be separate persons.

### 2. Removal, Resignation and Salary

Any Officer elected or appointed by the Board of Directors may be removed by the Board with or without cause upon the vote of a majority of the Directors then in office. An Officer may resign at any time by giving written notice to the Chairperson of the Board of Directors, the President of the Corporation or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by an Officer or Director of the Corporation. The acceptance of the resignation shall not be necessary to make it effective. In the event of the death, resignation or removal of an Officer, the Board of Directors may elect or appoint a successor to fill the vacancy for the balance of such Officer's term. The salaries of all Officers shall be fixed by the Board of Directors.

### 3. President

The President shall be the chief executive Officer of the Corporation. He or she shall have general supervision and control over the Corporation's business and affairs and over its other Officers. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall perform such other duties as may be prescribed by the Board of Directors. The President shall be paid no more than Ten percent (10%) and no less than Five (5%) of the net profits for the first year of operation. After the first year of operation the Directors shall decide how to compensate the President.

4. Treasurer

The Treasurer shall have custody of all the Corporation's funds. He or she shall keep and maintain books of account of the Corporation's business including its receipts and disbursements, and shall submit them to the Board of Directors or the President for their examination as often as they may require. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President.

5. Secretary

The Secretary shall attend meetings of the Board of Directors and prepare minutes of such meetings. He or she shall have the power to affix the Corporation to documents when duly authorized by the Board of Directors or the President. The Secretary shall issue notices of all meetings of the Board of Directors, shall have custody of the Corporation's records and authenticate such records when required, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

**ARTICLE VIII**  
**REGISTERED AGENT**

The name and address of the initial registered agent is:

Desiree M. Mora  
3251 N.W. 95th Terr.  
Sunrise, Florida 33351

*I Desiree M. Mora accept the responsibility  
of being the registered agent for CMS Corp.  
D. Mora*

**ARTICLE IX**  
**FINANCE**

The funds of the Corporation shall be deposited in First Union Bank or other financial institutions or brokerage companies as the Directors shall designate. Funds shall be withdrawn as follows:

- i.) Any withdrawal under One Hundred and Ninety Nine Dollars (\$199.99) requires the signature of one (1) Director,
- ii.) Any withdrawal between One Hundred and Ninety Nine Dollars (\$199.99) and One Thousand and Nine Hundred and Ninety Nine Dollars requires the signature of two (2) Directors,
- iii.) Any withdrawal over One Thousand Nine Hundred and Ninety Nine Dollars (\$1999.00) requires the signature of three (3) Directors.

**ARTICLE X**  
**INCORPORATOR**

The name and street address of each member of the incorporators is:

George A. Mora  
1128 S.W. 18th Street  
Ft. Lauderdale, Florida  
33315

Keith Samuels  
1206 S.W. 82nd Ave.  
North Lauderdale, Florida  
33068

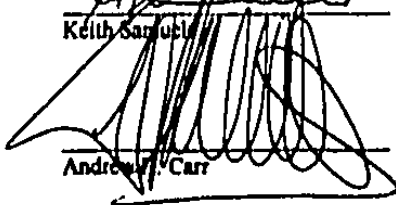
Andrew H. Carr  
710 Washington Ave. #320  
Miami Beach, Florida  
33139

DATED on August 23, 1996.

1196000011834

  
George A. Mora

  
Keith Samuel

  
Andrew Carr

FILED  
96 AUG 23 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000011834