

96000071935

Jose Suarez  
4859 S.W. 148th Court  
Miami, Fl. 33185

July 8, 1996

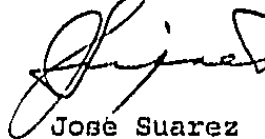
Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl. 32314

500001920125  
-08/13/96--01083--017  
\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam:

Enclosed please find the Certificate of Incorporation for Opcion Industries, Inc., and a check in the amount of \$122.50 that covers filing fees, certified copy and registered agent designation.

Truly yours,

  
Jose Suarez

8/14/96

FD

612

W96-17092



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

August 15, 1996

**JOSE SUAREZ**  
4859 SW 148TH COURT  
MIAMI, FL 33185

**SUBJECT: ORION INDUSTRIES, INC.**  
Ref. Number: W96000017092

We have received your document for ORION INDUSTRIES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 296A.00038892

CERTIFICATE OF INCORPORATION  
OF

Orion Industries, Inc.

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions;

ARTICLE ONE

The name of the corporation shall be:

Orion Industries, Inc.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 500 Shares of stock which shall be common stock of a par value of 1.00 Dollar per share. All of any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of 200.00 Dollars.

FILED  
JAN 21 1961  
TALLAHASSEE, FLORIDA

**ARTICLE FIVE**

This corporation shall have perpetual existence.

**ARTICLE SIX**

The principal office of the corporation shall be located at

2330 N.W. 102 Place  
Miami, Fl 33172

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

**ARTICLE SEVEN**

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

**ARTICLE EIGHT**

The names and addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

Name	Address
Jose Suarez	4859 S.W. 148th Court Miami, Fl. 33185
Fred Roos	10805 S.W. 88 Ct. Miami, Fl 33176

OFFICERS

Name	Address	Title
Jose Suarez	4859 S.W. 148th Court Miami, Fl. 33185	President
Fred Roos	10805 S.W. 88 Ct. Miami, Fl 33176	Vice-President

ARTICLE NINE

The names and addresses of each of the subscribers to this certificate of Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Jose Suarez	4859 S.W. 148th Court Miami, Florida 33185	100
Fred Roos	10805 S.W. 88 Ct. Miami, Florida 33176	100

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

#### ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

#### ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

#### ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office:

2330 N.W. 102 Place  
Miami, Fl. 33172

The corporation does hereby designate Jose Suarez of Orion Industries, Inc. as its Registered Agent.

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

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

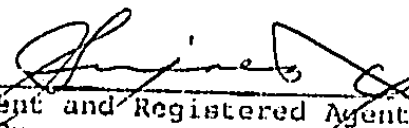
ORION INDUSTRIES, INC.

desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business in the City of  
Miami, County of Dade, State of Florida, has named Jose Suarez  
located at 2330 N.W. 102 Place, City of Miami, County of Dade,  
State of Florida as its agent to accept service of process within  
the State of Florida.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at 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.

Dated this 6 day of AUGUST, 1996.

  
Resident and Registered Agent  
Jose Suarez

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 6 day of August, 1996.

Jose Suarez (SEAL)

STATE OF FLORIDA )

) SS:

COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Jose Suarez, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 6 day of August, 1996.

E. Garcia  
NOTARY PUBLIC  
State of Florida at Large

My Commission expires:

