# 96 SEP -1 All 10: 46 ONUSION OF CORPORATION

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REFERENCE 1\_073856 4374271

COST LIMIT: \$ 70.00

ORDER DATE : Soptember 4, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 073856

200001998162

CUSTOMER NO: 4374271

CUSTOMER: Ms. Robin Willner

HERZFELD & RUBIN

Suite 1501

801 Brickell Avenue Miami, FL 33131

DOMESTIC FILING

NAME:

ALLRITE PHONES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY

\_ PLAIN STAMPED COPY

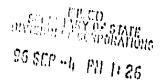
\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

# ARTICLES OF INCORPORATION OF

ALLRITE PHONES, INC.



## ARTICLE I

The name of the corporation is ALLRITE PHONES, INC., having its principal office located at: 11219 S.W. 147th Court, Miami, Florida 33196.

#### ARTICLE II

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

#### ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Thousand (1,000) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

#### ARTICLE IV

There shall be no preemptive rights accruing to the shareholders.

#### ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT:

Robin I. Willner

REGISTERED OFFICE:

Herzfeld & Rubin 801 Brickell Avenue

Suite 1501

Miami, Florida 33131

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT: ROBIN I. WILLNER

#### ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one.

FILED SECRETARY OF STATE OFFICE OF CORPORATIONS

### ARTICLE VII

The name and address of the members of the initial Board of Directors is:

Donald M. Altemus 11219 S.W. 147th Court Miami, Florida 33196

#### ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is:

ROBIN I. WILLNER, ESQ. HERZFELD & RUBIN 801 BRICKELL AVENUE SUITE 1501 MIAMI, FLORIDA 33131/)

ROBIN I. WILLNER

STATE OF FLORIDA : COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared ROBIN I. WILLNER, who [] presented \_\_\_\_\_\_ as identification or who is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this day of September, 1996.

Nodary Public

YILAN RIVERO

YILAN RIVERO

COMMISSION & CC 560170

EXPIRES JUL 17, 2000

MONDED THRU

ATLANTIC BONDING CO., INC.