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FILE NO

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ELISABETH D. KOZLOW  
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ALBERTO N. MORIS  
SAMUEL A. PERSAUD  
PATRICK J. TOOMEY, JR.

August 16, 1996

FILED  
95 SEP 16 11:05  
SECRET  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation for  
ALL SERVICES, INC.

100001925731  
-08/20/96--01006--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation on the above referenced corporation. Also, enclosed please find check in the amount of \$122.50 to cover the fees for filing same.

It is imperative that these Articles be filed as expeditiously as possible. Please provide us with a filed copy of same.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

SIEGFRIED, RIVERA, LERNER,  
DE LA TORRE & SOBEL, P.A.

*Marta Iglesias*  
for Helio De La Torre

HDLT/mmi  
Enclosures

8/20/96  
TH  
503  
WHL - 17458



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 20, 1996

HELIO DE LA TORRE  
201 ALHAMBRA CIRCLE STE 1102  
CORAL GABLES, FL 33134

SUBJECT: ALL SERVICES, INC.  
Ref. Number: W96000017458

We have received your document for ALL SERVICES, 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 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 608.4482 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.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 596A00039591

ARTICLES OF INCORPORATION  
OF  
ALL SERVICES, INC.

FILED  
JUL 16 1967  
CLERK OF COURT  
JUL 16 1967  
JUL 16 1967

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

ALL SERVICES, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7,500) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Mirta M. Iglesias  
201 Alhambra Circle  
Suite 1102  
Coral Gables, Florida  
(305) 442-3334

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

#### ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 8299 Coral Way, Miami, Florida 33155. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as

it may see fit.

#### ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

#### ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

JULIO GONZALEZ  
Director

8299 Coral Way  
Miami, Florida 33155

#### ARTICLE IX - OFFICERS

The name and address of the initial Officers who shall hold office until their successors are elected or appointed and have qualified, are as follows:

JULIO GONZALEZ  
President/Secretary/Treasurer

8299 Coral Way  
Miami, Florida 33155

#### ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Mirta M. Iglesias  
201 Alhambra Circle  
Suite 1102  
Coral Gables, Florida 33134

#### ARTICLE XI - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the

officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

#### **ARTICLE XII - AMENDMENT**

Those Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XIII - ADDRESS OF REGISTERED OFFICE**

The initial street address of the registered office of this corporation is to be SKRLD, INC. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

#### **ARTICLE XIV - SERVICE OF PROCESS**

All legal service shall be made upon SKRLD, INC., the Registered Agent, at 201 Alhambra Circle, Suite 1102, Coral Gables, Florida 33155.

#### **ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by

him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 13th day of August, 1996.

Mirta M. Iglesias  
MIRTA M. IGLESIAS, Incorporator

STATE OF FLORIDA)

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 13th day of August, 1996 by MIRTA M. IGLESIAS. She is personally known to me.

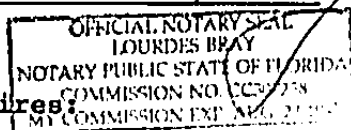
Signature: Louder Bray

NAME:

Title:

Serial No.:

My Commission Expires:



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

FILED  
SEP 15 1996  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: ALL SERVICES, INC. WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 8299 CORAL WAY, CITY OF MIAMI, STATE OF FLORIDA, HAS  
NAMED SKRLD, INC., LOCATED AT 201 ALHAMBRA CIRCLE, SUITE 1102, CITY  
OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS.

DATED: August 13, 1996.

Mirta M. Iglesias  
MIRTA M. IGLESIAS, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

DATED: August 13, 1996.

SKRLD, INC., Registered Agent

By: Helio De La Torre  
HELIO DE LA TORRE  
Florida Bar No. 307130