

P 9600007826

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 29 AM 11:07

Scott J. Keph, Sr.  
Requestor's Name

4021 N. Armenia Ave., 2nd Floor  
Address

Tampa, FL 33607  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Armand Powers, Inc. EFFECTIVE DATE  
12-28-76  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

200001935862  
-08/29/96--01066--007  
\*\*\*\$125.00 \*\*\*\$125.00

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

789,634,706,671  
2096-18506



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

September 13, 1996

**SCOTT T. REPH, SR. \*\*\*\*\*2ND MAILING\*\*\*\*\***  
**507 SHADOW GROVE COURT**  
**LUTZ, FL 33549-4485**

**SUBJECT: ARMAND POWERS, INC.**  
**Ref. Number: W96000018506**

We have received your document for ARMAND POWERS, INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 496A00041486



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

September 5, 1996

**SCOTT T. REPH, SR.**  
**4021 NORTH ARMENIA AVENUE**  
**2ND FLOOR**  
**TAMPA, FL 33607**

**SUBJECT: ARMAND POWERS, INC.**  
**Ref. Number: W96000018506**

We have received your document for **ARMAND POWERS, INC.** and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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**Doris Brown**  
Document Specialist

Letter Number: 496A00041486

4021 North Armenia Avenue  
Second Floor  
Tampa, Florida 33607

(813) 354-1533 Fax (813) 354-1358

# ARMAND POWERS

September 17, 1996

Ms. Doris Brown  
Document Specialist  
Florida Department of State, Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Dear Doris:

Enclosed please find the document for ARMAND POWERS, Inc. As we discussed, the initial location for this business is listed under:

## ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

This lists the office at 4021 North Armenia Avenue, Second Floor, Tampa, Florida 33607. The office phone number is 813-354-1533; and the fax number is 813-354-1538.

If you need any assistance from me, please feel free to call me. I appreciate your help and consideration.

Sincerely,



Scott T. Reph, Sr.

*"Making a Difference."*



EFFECTIVE DATE  
8-28-96

**ARTICLES OF INCORPORATION  
OF  
ARMAND POWERS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 29 AM 11:08

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is: Armand Powers, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence and shall commence existence on August 28, 1996, the date these Articles are subscribed.

**ARTICLE III - PURPOSE**

This corporation is organized for the purposes of business consulting, sales, executive recruiting, and for purposes of transacting any and all lawful business.

**ARTICLE IV - CAPITOL STOCK**

The common stock of this corporation shall be Ten Thousand (10,000) shares at no par value and 100 shares of preferred stock at a par value of One Hundred Dollars (\$100.00) each share.

**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 holder 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, class or series 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 or fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is;

4021 North Armenia Avenue

Second Floor

Tampa, Florida 33607

and the name of the initial registered agent of this corporation at that address is:

Scott T. Reph, Sr.

THE PRINCIPAL PLACE OF BUSINESS IS THE SAME AS THE REGISTERED OFFICE.

### **ARTICLE XIII - BOARD OF DIRECTORS**

This corporation shall now have five (5) directors. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one

(1). The name and address of the directors of this corporation are:

Alpha I. Reph

507 Shadow Grove Court

Lutz, Florida 33549-4485

Scott T. Reph, Sr.

507 Shadow Grove Court

Lutz, Florida 33549-4485

### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles and amendments is:

Scott T. Reph, Sr.

507 Shadow Grove Court

Lutz, Florida 33549-4485

### **ARTICLE X - BY LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

### **ARTICLE XI - RESTRICTIONS OF TRANSFER OF STOCK**

Shares of capital stock of this corporation according to the by-laws are in the amount set opposite his/her name.

1000 shares

1000 shares

Scott T. Reph, Sr.

Alpha I. Reph

### **ARTICLE XII - CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of

directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of candidates.

#### **ARTICLE XIII - CALLING OF SPECIAL MEETINGS**

Special meeting of shareholders may be called by any stockholder holding 100 or more shares.

#### **ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING**

Two thirds (66%) percent 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 (50%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XV - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise or other enterprise without the affirmative majority vote of the stockholders

#### **ARTICLE XVI - DIRECTORS RESIDENCY AND COMPENSATION**

Directors of this corporation are not required to be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### **ARTICLE XVII - DIRECTOR QUORUM AND VOTING**

One of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a directors have abstained, the remaining director(s) shall constitute a quorum.

#### **ARTICLE XVIII - MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XX - INDEMNIFICATION**

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

**ARTICLE XXI - AMENDMENT**

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

**IN WITNESS THEREOF**, (with all amendments having been voted on and adopted by all shareholders on August 28, 1996), the undersigned subscriber has executed these Amendments to the Articles of Incorporation this 28<sup>th</sup> day of August, 1996.

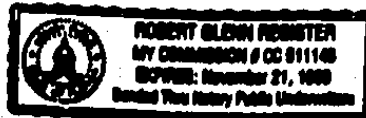
*[Handwritten signature]*

STATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH

Before me personally appeared Scott T. Reph known to me to be the person described in and who executed the foregoing Amendments to the Articles of Incorporation and acknowledged to me and before me that they executed said document for the purposes therein expressed.

WITNESS my hand and official this 28<sup>th</sup> day of August, 1996.

*[Handwritten signature: Robert Glenn Register]*  
Notary Public, State of Florida at Large



My Commission expires:

Identification provided Fl. Driver's License did  take an oath.

Acceptance by registered agent:

*[Handwritten signature]*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 29 AM 11:08



P 960000 78376

LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

890 S.W. 87 AVENUE SUITE 116  
Address

MIAMI, FL 33174 (305) 552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

600001952826  
09/20/96--01023--080  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TERMINAL TRANSPORT, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in   
  Pick up time 2:00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
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<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 96 SEP 20 PM 1:17  
 TALLAHASSEE, FLORIDA  
 RECEIVED  
 96 SEP 20 AM 11:18  
 DIVISION OF CORPORATION

FILED  
96 SEP 20 PM 1:17  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TERMINAL TRANSPORT, INC.

ARTICLE I - NAME

The name of this corporation is TERMINAL TRANSPORT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED SHARES of common stock at \$100.00

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT  
AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: 2109 N.W. 79 TH AVENUE  
MIAMI, FLORIDA 33122

The name of the initial registered agent of this corporation at that address is: SINDIA NEVES

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE directors initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws. The names and addresses of the initial directors of this corporation are:

<u>SINDIA NEVES</u>	<u>2109 N.W. 79 TH AVENUE</u>
<u></u>	<u>MIAMI, FL. 33122</u>
<u></u>	<u></u>
<u></u>	<u></u>

ARTICLE IX - INCORPORATORS

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

<u>SINDIA NEVES</u>	<u>2109 N.W. 79 TH AVENUE</u>
<u></u>	<u>MIAMI, FL. 33122</u>



**ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING**

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

**ARTICLE XV - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of September, 1996.

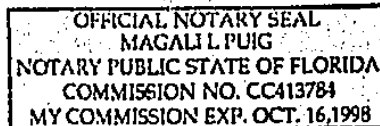
  
\_\_\_\_\_  
SINDIA NEVES, PRESIDENT

STATE OF FLORIDA    )  
                          )    S.S.  
COUNTY OF DADE    )

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared SINDIA NEVES to me known to be the person described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 10th day of September, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at large



STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the  
Services of Process Within This State, Naming Agent  
Upon Whom Process May Be Served and Names  
and Addresses of the Officers  
and Directors

The following is submitted, in compliance with Chapter 48.091,  
Florida Statute: TERMINAL TRANSPORT, INC  
a corporation organized or organizing under the laws of the State  
of Florida with its principal office at 2109 N.W. 79 TH AVENUE in  
the city of cooper, county of Dade, State of Florida has named  
SINDIA NEVES, located at 2109 N.W. 79 TH AVE, MIAMI, FL. 33122  
County of Dade, State of Florida as its agent to accept service  
of process within this State.

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
<u>SINDIA NEVES</u>	<u>PRESIDENT</u>	<u>2109 N.W. 79 TH AVENUE</u> <u>MIAMI, FL. 33122</u>
<u>SINDIA NEVES</u>	<u>SECRETARY</u>	<u>2109 N.W. 79 TH AVENUE</u> <u>MIAMI, FL. 33122</u>

**DIRECTORS:**

<b>NAME</b> _____	<b>SPECIFIC ADDRESS</b> _____
<b>SINDIA NEVES</b> _____	<b>2109 N.W. 79 TH AVENUE</b> _____
_____	<b>MIAMI, FL. 33122</b> _____
_____	_____

BY \_\_\_\_\_  
**SINDIA NEVES, PRESIDENT**

**ACCEPTANCE:**

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

\_\_\_\_\_  
**SINDIA NEVES, PRESIDENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 20 PM 1:17

FILED