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96 SEP 23 AM III 03 DIVISION OF CORPORATION

AmeriLawyer®		
(Requestor's Name) 343 ALMERIA AVENUE		
CORAL GABLES, PL 33134 - (305) 445-2700	OFFICE USE ONLY	
(City, State, Zip) (Phone #)		

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1-900 SET-UP,	INC.		•
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OTHER FILINGS	REGISTRATION/ QUALIFICATION	
Annual Report	Foreign	
Fictitious Name	Limited Partnership	
Name Reservation	Reinstatement	
	Trademark	
		

Other

Q-03-06 Examiner's Initials (M)

CR2E031(10/92)

ARTICLES OF INCORPORATION

OF

1-900 SET-UP, INC.

SECRETARY OF STATE
DIVISION OF SORPERATION
OF SORPE

The undersigned subscriber to these Articles of Incorporation is a natural personation to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is 1-900 SET-UP, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2820 Southwest 75 Way, Suite 2507, Davio, Florida 33314 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez 343 Almeria Avenue Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:

Lance D. Womack

Secretary:

Lance D. Womack

Treasurer:

Lance D. Womack

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Lanco D. Womack

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amond or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunte set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this ______SEP_20_1006_____.

Elaio Sanchaz, Incorporator

WISION OF CORPCIATION
SECRETARY OF STATE
OF CORPCIATION
SECRETARY OF STATE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

Natalia Urera, Vice President

May 22, 1997

1-900 SET-UP, INC. 1802-102 N UNIVERSITY #205 PLANTATION, FL 33322 US

SUBJECT: 1-900 SET-UP, INC. Ref. Number: P96000078732

Debit Memo #: 8097-N

This is to Inform you that check #1011 in the amount of \$165.00 submitted with the annual report for 1-900 SET-UP, INC. has been returned by your bank because of ACCOUNT CLOSED.

We request you remit a cashler's check or money order, referencing the above named debit rnemo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filling fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 22, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey Accountant I

Letter Number: 197A00027886



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for 1-900 SET-UP, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 8, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000078732.

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Given under my hand and the Great Seal of the State of Morida, at Talkahassee, the Capital, this the Eighth day of August, 1997



CR2EO22 (2-95)

Sinde B. Mortham

Sandra B. Mortham Secretary of State