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EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
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((H96000013446 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: RHOMBUS INTERNATIONAL, INC.

AUDIT NUMBER.....H96000013446

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 9

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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NUM

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96 SEP 25 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

correction  
9-26-96

FILED  
96 SEP 26 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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1910-44394  
Fang  
9/26/96



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

September 26, 1996

**EMPIRE CORPORATE KIT**

**SUBJECT: RHOMBUS INTERNATIONAL, INC.**  
**REF: W96000020312**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

① 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.

② 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) 487-6933.

Dana Calloway  
Document Specialist

FAX Aud. #: H96000013446  
Letter Number: 296A00044257

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(4)

**ARTICLES OF INCORPORATION  
OF  
RHOMBUS INTERNATIONAL, INC.**

I, the undersigned, hereby subscribe to, acknowledge and file the following Articles of Incorporation, for the purpose of creating a corporation under the Laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is: **RHOMBUS INTERNATIONAL INC.**, a Florida corporation.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under Chapter 607 Florida Statutes.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at the just valuation to be fixed by the Board of Directors.

**ARTICLE IV - VOTING**

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 holders of the outstanding Common Shares, with one vote to be cast per share.

**ARTICLE V - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

PREPARED BY:

Louis J. Terminello, Esq.  
2700 S.W. 37th Avenue  
Miami, FL 33133  
Tel: (305) 448-1101  
Florida Bar No. 872547

FILED  
96 SEP 26 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE VI - STATUS**

*This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.*

**ARTICLE VII - TERMS**

*This corporation shall commence at the time of filing of these articles and shall have perpetual existence.*

**ARTICLE VIII - 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 of fractional shares) at the prices at which it is offered to others.*

**ARTICLE IX - PRINCIPAL OFFICE AND RESIDENT AGENT**

*The address of the principal office and the initial street address, in this state, of this Corporation is 2455 Hollywood Boulevard, Hollywood, Florida 33020, and the name and address of the initial registered agent of this corporation is:*

**LOUIS J. TERMINELLO, ESQ.  
TERMINELLO & TERMINELLO, P.A.  
2700 S.W. 37th Avenue  
Miami, FL 33133**

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**ARTICLE X - INITIAL BOARD OF DIRECTORS AND INCORPORATORS**

*This corporation shall have at least three (3) directors initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial incorporator who is signing these articles of this corporation is as follows:*

**NAME****ADDRESS**

Louis J. Terminello

2700 S.W. 37th Avenue  
Miami, FL 33133**ARTICLE XI - INITIAL OFFICERS**

*The names and post office address of the first officers and directors of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:*

**PRESIDENT/SECRETARY/DIRECTOR:**

Steven Smoke

2455 Hollywood Blvd.  
Hollywood, FL 33020**VICE-PRESIDENT/TREASURER/DIRECTOR:**

John F. DeMarco

2455 Hollywood Blvd.  
Hollywood, FL 33020**DIRECTOR:**

Louis J. Terminello

2700 S.W. 37th Avenue  
Miami, FL 33133

*All of the said Directors and Officers are of full age and both are citizens of the United States.*

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**ARTICLE XII - INDEMNIFICATION**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

**ARTICLE XIII - DISCLOSURE**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such corporation, who it is so interested

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may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

#### **ARTICLE XIV - BY-LAWS**

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

#### **ARTICLE XV - AMENDMENTS**

An amendment to these Articles of Incorporation may be proposed by any shareholder of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the shareholders.

#### **ARTICLE XVI - INDEBTEDNESS**

The private property of the stockholders shall not be subject to the payment of the Corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

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IN WITNESS WHEREOF, the undersigned subscriber has made, executed, subscribed and acknowledged these Articles of Incorporation on the 25th day of September, 1996, for the purpose of forming this, a Sub-Chapter "S" corporation under the laws of the State of Florida.

Name: Louis J. Terminello, Esq.  
Address: TERMINELLO & TERMINELLO, P.A.  
2700 S.W. 37th Avenue  
Miami, FL 33133

LR  
LOUIS J. TERMINELLO

STATE OF FLORIDA     )  
COUNTY OF DADE     )

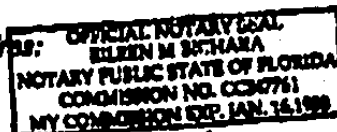
PERSONALLY APPEARED BEFORE ME, and personally known to me, the undersigned authority, duly authorized to administer oaths and take acknowledgements, LOUIS J. TERMINELLO, to me known to be the incorporator described in the foregoing Articles of Incorporation, and he acknowledged the same and after being first duly sworn, upon his oath, deposes and says that it is intended in good faith to carry out the purpose and objects set forth therein.

LR  
LOUIS J. TERMINELLO

SWORN TO AND SUBSCRIBED BEFORE ME this 25th day of September, 1996.

Eileen M. Beckman  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



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EMPIRE CORPORATE KIT

F. 09/18

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**STATE OF FLORIDA  
DEPARTMENT OF THE SECRETARY OF STATE**

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

Louis J. Terminello, Esq.  
**TERMINELLO & TERMINELLO, P.A.**  
2700 S.W. 37th Avenue  
Miami, FL 33133

FILED  
SEP 26 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted, in compliance  
with Chapter 48.091, Florida Statutes:

**FIRST THAT RHOMBUS INTERNATIONAL, INC., desiring to organize or qualify  
under the Laws of the State of Florida, with its principal place of business at the County  
of Broward, State of Florida, has named LOUIS J. TERMINELLO, located at TERMINELLO  
& TERMINELLO, P.A., 2700 S.W. 37th Avenue, Miami, FL 33133, County of Dade, State  
of Florida, as its agent to accept service of process within Florida.**

DATED: 25<sup>th</sup> day of September, 1996.

  
LOUIS J. TERMINELLO

**ACCEPTANCE OF REGISTERED AGENT**

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS  
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THESE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.**

DATED this 25<sup>th</sup> day of September, 1996.

  
LOUIS J. TERMINELLO  
Registered Agent

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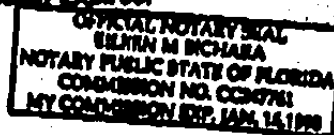
STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY that on this 25<sup>th</sup> day of September, 1996, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, **LOUIS J. TERMINELLO**, acknowledged to and before me that he signed and executed the foregoing instrument as Incorporator of the Articles of Incorporation of **RHOMBUS INTERNATIONAL, INC.**, for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Florida, the day and year last above written.

Eileen M. Richera  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



date/rhombus/articles

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DEC 1996

5:13

EMPIRE CORPORATE KIT

PAGE

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3:28 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000018093 0))

TO: DIVISION OTRF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: RHOMBUS INTERNATIONAL, INC.

AUDIT NUMBER.....H96000018093

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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EST.CHARGE.. \$35.00

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U.S. DEPT. OF COMMERCE

Corporation - 186 ✓  
Linda

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 27 PM 4:30

FILED

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FILED

96 DEC 27 PM 4:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDAARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OFEMPIRE INTERNATIONAL, INC.  
(present name)

# P96000080100

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

## FIRST: Amendment(s) adopted:

1. ✓ John DeMarco resigned as Vice-President and Treasurer but shall remain a director of the corporation.
2. Steven C. Snook was elected Vice-President and Treasurer in his stead. Steven C. Snook will also remain as President, Secretary and Director and his address is: 2455 Hollywood Blvd., Hollywood, FL 33020.

SECOND: The date of each amendment's adoption:  
December 19, 1996

THIRD: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).)

The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ (voting group)

THIS INSTRUMENT PREPARED BY:

(continued)

LOUIS J. TERMINELLO, ESQ.  
TERMINELLO & TERMINELLO, P.A.  
2700 S.W. 87 AVENUE  
MIAMI, FLORIDA 33135-8728

tel: (305) 445-1101

FEN: 872547

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Signed this 19th day of December, 1996.

ANOMIA INTERNATIONAL, INC.  
(Corporation Name)

By John Dehn  
(Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the  
shareholders)

(A director or incorporator if adopted by the  
directors or incorporators)

John Dehn  
(Typed or printed name)

DIRECTOR  
(Title)

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 8, 1997

RHOMBUS INTERNATIONAL, INC.  
2455 HOLLYWOOD BOULEVARD  
HOLLYWOOD, FL 33020

SUBJECT: RHOMBUS INTERNATIONAL, INC.  
Ref. Number: P96000080100

Debit Memo #: 80714

This is to inform you that check #1037 in the amount of \$550.00 submitted with the annual report for RHOMBUS INTERNATIONAL, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$577.50 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 filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after November 8, 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 (850) 487-6057.

Pat Bailey  
Accountant I

Letter Number: 497A00044633

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-09/19/97--01095--004  
\*\*\*\*577.50 \*\*\*\*583.00

September 18, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT:  
INTERNATIONAL, INC.

RHOMBUS

DEBIT MEMO: # 80714-E

CHECK #: 1037