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TRANSMITTAL LETTER

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

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-10/02/96--01011--002
*****113.75 *****18.75

SUBJECT: ARX HOLDING CORP.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Timothy J. Meenan
Name (printed or typed)
Post Office Box 11068
Address
Tallahassee, Florida 32302-3068
City, State & Zip
(904) 681-6710
Daytime Telephone number

RECEIVED
96 OCT -1 PM 12
DIVISION OF CORPORATION

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

of

ARX HOLDING CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be: ARX HOLDING CORP.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal place of business and mailing address shall be: 151 West 86th Street, Suite 3-D, New York, N.Y. 10024.

ARTICLE II.

NATURE OF BUSINESS

The corporation shall be authorized:

To conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act, and, in particular but without limiting or restricting in any manner the foregoing purpose,

To organize, as an incorporator, or cause to be organized under the laws of the State of Florida, or of any other State of the United States of America, or of the District of Columbia, or of any commonwealth, territory, dependency, possession, agency or instrumentality of the United States of America, or of any foreign country, a corporation or corporations for the purpose of conducting and promoting any business or purpose for which corporations may be organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, would up, liquidated, merged or consolidated.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV.

TERM OF EXISTENCE

The corporation is to have a perpetual existence.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

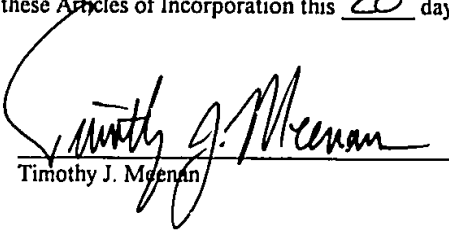
The name and address of the initial registered agent is: Timothy J. Meenan, 204 South Monroe Street, Tallahassee, Florida 32301.

ARTICLE VI.

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Timothy J. Meenan, 204 South Monroe Street, Tallahassee, Florida 32301.

The undersigned incorporator has executed these Articles of Incorporation this 20 day of September, 1996.


Timothy J. Meenan

STATE OF FLORIDA

COUNTY OF LEON

PERSONALLY APPEARED before me, Timothy J. Meenan, who acknowledged executing the above Articles of Incorporation.



Lou Ann Kuehlke
MY COMMISSION # CC543540 EXPIRES
July 31, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Lou Ann Kuehlke
Notary Public
State of Florida
At Large

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced N/A

My commission expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Arx Holding Corp.
2. The name and address of the registered agent and office is:

Timothy J. Meenan

(NAME)

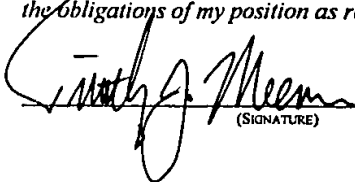
204 South Monroe Street

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, Florida 32301

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

Sept. 20, 1996
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314