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**ARTICLES OF INCORPORATION OF  
ASSOCIATED COMPOSITE, INC.**

**H96000015453**

I, Edward Collins, the undersigned incorporator of this corporation under Section 607.194, Florida Statutes, as amended, do hereby form this corporation and adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation is Associated Composite, Inc.

**ARTICLE II**

**PURPOSE AND NATURE OF BUSINESS**

The purpose of this corporation and general nature of the business to be conducted is to do any business, activity, or endeavor which is lawful in the State of Florida.

**ARTICLE III**

**DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of no par value stock.

**ARTICLE V**

**INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than One Thousand (\$1,000.00) and 00/100 Dollars.

**PREPARED BY:**  
EDWARD COLLINS, P.A.  
CHARLES E. HERTZ, ESQ.  
100 S. BISCAYNE BLVD., STE. 1101  
MIAMI, FLORIDA 33131  
(305) 379-0010  
FLA. BAR NO. 986410

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## ARTICLE VI

### SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
AVTEC Management Group, Inc.	9737 N.W. 41 Street, #215 Miami, Florida 33178	100

## ARTICLE VII

### DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Edward Collins, President Treasurer, Secretary	9737 N.W. 41 Street, #215 Miami, Florida 33178

## ARTICLE IX

### 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 holders of the outstanding common shares.

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**ARTICLE X**

**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 rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 9737 N.W. 41<sup>st</sup> Street, Suite 215, Miami, Florida 33178, and the name of the initial Registered Agent of this corporation is Christy Hertz and her address is One Bayfront Plaza, Ste. 1101, 100 S. Biscayne Boulevard, Miami, Florida 33131.

**ARTICLE XII**

**INDEMNIFICATION**

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

**ARTICLE XIII**

**ADDITIONAL RIGHTS AND POWERS**

The corporation shall have the further right and power to:

A. From the time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred ..

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by statute.

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C. Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

D. The corporation reserves the right to amend, alter, change or appeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 1<sup>st</sup> day of November, 1996

  
EDWARD COLLINS

Address: 9737 N.W. 41<sup>st</sup> Street, #215  
Miami, Florida 33178

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of November, 1996, by Edward Collins, who personally appeared before me at the time of notarization, and who is personally known to me and who did take an oath.

NOTARY PUBLIC:

sign

  
Christy L. Hertz

100 S. Biscayne Blvd., #1101  
Miami, Florida 33131

My Commission Expires:



CHRISTY L. HERTZ  
COMMISSION # CC 457803  
EXPIRES JUL 14, 1999  
BONDED BY  
ATLANTIC BONDING CO., INC.

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

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

FIRST, that Edward Collins desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the State of Florida, have named Christy L. Hertz, located at One Bayfront Plaza, Suite 1101, 100 S. Biscayne Blvd., Miami, Florida 33131, as its agent to accept service of process within Florida,

Signature:

*Edward Collins*  
EDWARD COLLINS

DATED this 1<sup>st</sup> day of November, 1996.

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.

Signature:

*Christy L. Hertz*  
CHRISTY L. HERTZ, Registered Agent

DATED this 1<sup>st</sup> day of November, 1996.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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