

P960000 94374

ACS II, INC.
1439 Banks Road
Margate, FL 33063
(954) 975-7707

November 12, 1996

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

Attention: Ms. Sandy Ng

Re: ACS II, INC. DOMESTICATION

700002012817--2
-11/22/96--01088--010
****172.50 ****172.50

Dear Ms. Ng:

As per your telephone conversation with Pam at the office of Joel R. Camhi, C.P.A. (my accountant), enclosed please find the Certificate to Domesticate along with the original and one copy of the Articles of Incorporation, together with a check in the amount of \$172.50.

This represents the cost of the filing fees for Certificate of Domestication, Articles of Incorporation and Certified Copy for the above named corporation.

Very truly yours,



Richard A. Noto, President
ACS II, INC.
1439 Banks Road
Margate, FL 33063
954-975-7707

*called Pam, got the principal
address in New Jersey.*

SECRET
TALLAHASSEE, FLORIDA

96 NOV 19 AM 8:26

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Florida Department of State, Sandra B. Mortham, Secretary of State

CERTIFICATE OF DOMESTICATION

The undersigned, **Richard A. Noto, President**, of **ACS II, INC.** a foreign Corporation in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was **January 9, 1987.**
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was **New Jersey.**
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **ACS II, INC.**
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is **ACS II, INC.**
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was **549 Broadway Street, Bayonne, NJ 07071.**

I am **President**, of **ACS II, INC.** and am authorized to sign this certificate of Domestication on Behalf of the corporation and have done so this the **12th day of November, 1996.**


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$122.50
Total to domesticate and File	\$172.50

STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ACS II, INC.

ARTICLE II PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be:

**1439 Banks Road
Margate, FL 33063**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2,500 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

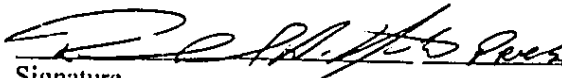
**Richard A. Noto
1439 Banks Road
Margate, FL 33063**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

**Richard A. Noto
1439 Banks Road
Margate, FL 33063**

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 12th day of November, 1996.


Signature

Signature

Signature

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

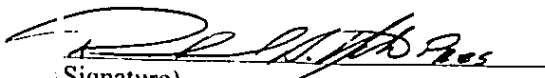
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the corporation is: **ACS II, INC.**
2. The name and address of the registered agent and office is:

**Richard A. Noto
1439 Banks Road
Margate, FL 33063**

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96 NOV 19 AM 8:26
TALLAHASSEE
FLORIDA

*Having been named as registered agent and to accept service of process for the above
state corporation at the place designated in this certificate, I hereby accept 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)

11-12-96
(Date)

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