

P96000102699

1201 HAYS STREET
TALLAHASSEE, FL 32307
904-221-1171
904-221-3393 FAX



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 186699 11553A

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 70.00

ORDER DATE : December 12, 1996

ORDER TIME : 12:15 PM

ORDER NO. : 186699-005

CUSTOMER NO: 11553A

400002035484--7

CUSTOMER: Philip Goodheim, Esq
PHILIP GOODHEIM, P.A.

701 South 21st Avenue
Hollywood, FL 33020

DOMESTIC FILING

NAME: CTAS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
96 DEC 20 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 20 PM 1:59
DIVISION OF CORPORATION

KK
12.20.96

ARTICLES OF INCORPORATION
OF
CTAS CORP.

FILED
96 DEC 20 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CTAS CORP.

The address of the principal office of this corporation shall be 701 South 21st Avenue, Hollywood, Florida 33020 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 701 South 21st Avenue, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Philip Goodheim.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Philip Goodheim
Dir.

701 South 21st Avenue
Hollywood, Florida 33020

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on December 17, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

LMI/vlp

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: CTAS CORP.

2. The name and address of the registered agent and office is:

Philip Goodheim

(Name)

701 South 21st Avenue

(P.O. Box not acceptable)

Hollywood, Florida 33020

(City/State/Zip)

FILED
96 DEC 20 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Philip Goodheim

(Signature)

Philip Goodheim

P96000102699

Philip Goodheim
Attorney and Counsellor at Law

701 South 21st Avenue
Hollywood, Florida 33020

(954) 929-5869

Fax: (954) 922-6362

January 31, 1997

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
Tallahassee, FL 32314

100002076631--6
-02/04/97--01029--020
*****35.00 *****35.00

RE: CTAS CORP.
ARTICLES FILED: 12/20/96
DOCUMENT #: B96000102699

Dear Sir:

Enclosed is Statement of Change of Registered Office and Registered Agent,
together with check in the amount of \$35.00.

Sincerely,

Philip Goodheim
PHILIP GOODHEIM

PG:DJ
Enclosures

SH 3/5
RA Ch.

FILED
97 FEB -3 PM 1:38
TALLAHASSEE, FLORIDA

CHARTER NO.: B96000102699
DATE FILED: 12/20/96

**STATEMENT OF CHANGE OF REGISTERED
OFFICE AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: **CTAS CORP.**
2. The name and address of its present registered agent is:

PHILIP GOODHEIM
701 South 21st Avenue
Hollywood, FL 33020

3. The name and street address to which its registered agent is to be changed is:
(P.O. Box not acceptable)

BEN BERMAN
C/O PAINT FACTORY
435 South State Road 7
Hollywood, Florida 33023

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

BEN BERMAN

(TYPED OR PRINTED NAME AND TITLE)

Signature: _____
(PRESIDENT OR VICE-PRESIDENT)

Date: 1/27/97

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please print/Type Name: BEN BERMAN

Signature: _____
(Agent)

Date: 1/27/97