

P97000011278

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 FEB -3 PM 2:30

Al & Pamela  
Garcia-Serra  
3126 Cantor Street  
Miami, FL. 33133

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #) 700002075767--3  
-02/03/97--01038--002  
\*\*\*122.50 \*\*\*122.50

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

| NEW FILINGS       |  |
|-------------------|--|
| Profit            |  |
| NonProfit         |  |
| Limited Liability |  |
| Domestication     |  |
| Other             |  |

| AMENDMENTS                             |  |
|--|--|
| Amendment                              |  |
| Resignation of R.A., Officer/ Director |  |
| Change of Registered Agent             |  |
| Dissolution/Withdrawal                 |  |
| Merger                                 |  |

| OTHER FILINGS    |  |
|------------------|--|
| Annual Report    |  |
| Fictitious Name  |  |
| Name Reservation |  |

| REGISTRATION/<br>QUALIFICATION |  |
|--------------------------------|--|
| Foreign                        |  |
| Limited Partnership            |  |
| Reinstatement                  |  |
| Trademark                      |  |
| Other                          |  |

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**ATD/BIELEAUX LABORATORIES, INC.**

**THE UNDERSIGNED**, acting as subscribers of a corporation under the Florida Corporation Law, adopt the following Articles of Incorporation for such corporation.

**FIRST:** The name of the corporation is **ATD/BIELEAUX LABORATORIES, INC.**

**SECOND:** The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

**THIRD:** Authorized shares. The aggregate number of shares that the corporation shall have the authority to issue is Seven Thousand Two Hundred (7,200) shares of capital stock with a par value of \$1 per share.

Initial Issue. One thousand (1,000) shares of capital stock of the corporation shall be issued at a par value of \$1 per share.

Stated capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue share in series.

**FOURTH:** The amount of capital with which this corporation shall begin business is not less than five hundred dollars (\$500.00).

**FIFTH:** The period of duration of the corporation is perpetual.

**SIXTH:** The initial address in the State of Florida of the principal office of the corporation is 3126 Center Street, Miami, Florida, 33133.

**SEVENTH:** The initial board of directors shall consist of One (1) member, who need not be resident of the State of Florida or shareholder of the corporation.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB -3 PM 2:30

**EIGHT:** The name and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

| <u>NAME</u>                       | <u>ADDRESS</u>   |
|-----------------------------------|--|
| Alberto Garcia-Serra<br>President | 3126 Center Street<br>Miami, FL 33133                    |
| Antonio Lopez<br>Secretary        | 5108 S.W. 87 <sup>th</sup> Ave.<br>Cooper City, FL 33328 |
| Douglas David<br>Treasurer        | 5856 S. Flamingo Rd.<br>Cooper City, FL 33330            |

**NINTH:** The names and addresses of the initial subscribers are as follows:

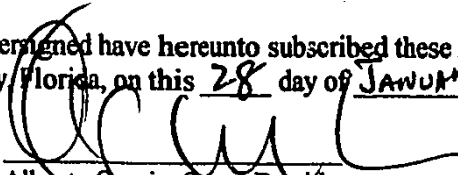
|                                    |  |
|------------------------------------|--|
| Alberto Garcia-Serra<br>333 Shares | 3126 Center Street<br>Miami, FL 33133                    |
| Antonio Lopez<br>333 Shares        | 5108 S.W. 87 <sup>th</sup> Ave.<br>Cooper City, FL 33328 |
| Douglas David<br>333 Shares        | 5856 S. Flamingo Rd<br>Cooper City, FL 33330             |

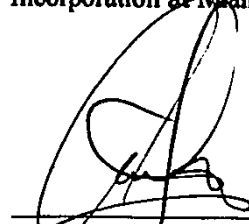
**TENTH:** Seventy-five percent of the stockholders of the corporation shall be required for any shareholder action.

**ELEVENTH:** The shareholders shall have the power to adopt, amend, alter, change or repeal the certificate of incorporation when proposed and approved at a stockholder's meeting, with not less than a majority vote of the common stock.

**TWELVE:** The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be affixed by the board of directors, such as the shares of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued. Their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his/her shares, to distribute them among as many candidates as he or she may wish. Notice must be given by any shareholders to the President or a Vice President of said corporation not less than twenty four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to communicate his or her vote at said election.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed these Articles of Incorporation at Miami, Dade County Florida, on this 28 day of JANUARY, 1997.

  
Alberto Garcia-Serra, President


  
Antonio Lopez, Secretary

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared:

Alberto Garcia-Serra, President and Antonio Lopez, Secretary, whom is to me the person described in and whom subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge to and before me according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 28 day of JANUARY, 1997.

  
Notary Public  
3/15/98  
Cynthia M. Dundon



CYNTHIA M. DUNDON  
My Comm Exp. 3/15/98  
Bonded by Service Inc  
No. 0330035  
Ft. Lauderdale FL 33304

---

**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 48.901, FLORIDA STATUTES THE FOLLOWING  
IS SUBMITTED:**

FIRST: THAT ATD/BIELEAUX LABORATORIES, INC. DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED  
ALBERTO GARCIA-SERRA, 3126 CENTER STREET, MIAMI FL. 33133, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
Resident Agent

ALBERTO GARCIA-SERRA

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above corporation, at the place  
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with  
the provisions of said Act, relative to keeping open said office.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB -3 PM 2:30