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Checker Number Only

Suzie 27-97

Diaz + Batista

Requestor's Name

255 Alhambra Crede #420

Address

Carol Gables, FL 33134

City

State

ZIP

Phone

446-0001

VALIDATION ONLY

100002082211--9

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****122.50 ****122.50

CORPORATION(S) NAME

International Lock Corporation



Empire Toll Free: 1-800-432-3028

FILED
97 FEB 10 PM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB 10 AM 10:27
DIVISION OF CORPORATION

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Out
<input checked="" type="checkbox"/> Walk In	<input checked="" type="checkbox"/> Pick Up	

Name
Availability
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Examiner
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Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
INTERNATIONAL LOCK CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I-NAME: The name of the Corporation is:

INTERNATIONAL LOCK CORPORATION

ARTICLE II-EXISTENCE: This Corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE: This Corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV-CAPITAL STOCK: This Corporation is authorized to issue 1000 shares at \$1.00 par value, common stock.

ARTICLE V-UPON LIQUIDATION OR DISSOLUTION: In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PRE-EMPTIVE RIGHTS: Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE: The street address of the initial registered office and business address of this corporation is: **Alhambra International Center, 255 Alhambra Circle, Suite 420, Coral Gables, Florida 33134.** The name of the initial registered agent of this corporation at that address is: **Jose R.E. Batista, Esq.**

ARTICLE VIII-INITIAL BOARD OF DIRECTORS: This corporation shall have two

(2) director initially. The number of directors may be increased from time to time as provided for by the Bylaws. The names and addresses of the initial director of this corporation:

Reemberto Diaz, Esq.

Alhambra International Center
255 Alhambra Circle
Suite 420
Coral Gables, Florida 33134

Juan Ricardo Garcia

Alhambra International Center
255 Alhambra Circle
Suite 420
Coral Gables, Florida 33134

ARTICLE IX-INCORPORATORS & SUBSCRIBERS: The names and addresses of the persons signing these Article are:

Reemberto Diaz, Esq.

Alhambra International Center
255 Alhambra Circle
Suite 420
Coral Gables, Florida 33134

Juan Ricardo Garcia

Alhambra International Center
255 Alhambra Circle
Suite 420
Coral Gables, Florida 33134

ARTICLE X-BYLAWS: The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK: Shares of capital stock of this corporation shall be issued initially to the following persons in the amount described below:

Reemberto Diaz, Esq.

250 shares

Juan Ricardo Garcia

390 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING: At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS: Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM & VOTING: Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV-AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of

Incorporation this 31st day of January, 1997.



Reemberto Diaz, Esq.



Juan Ricardo Garcia

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgment, personally appeared **Reemberto Diaz, Esq., and Juan Ricardo Garcia**, to me known to be the persons described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 31st day of January, 1997.



NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
EDUARDO R. GUERRERO
COMMISSION # CC501770
EXPIRES 10-25-2000
BONDED THRU ABA 1-888-NOTARY-1

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of *Chapter 607.34, Florida Statutes*, the following is submitted, in compliance
with said Act:

First-That **International Lock Corporation**, desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the articles of incorporation at City of Hialeah,
County of Dade, State of Florida, has named **Jose R.E. Batista, Esq.**, located at **Alhambra
International Center, 255 Alhambra Circle, Suite 420, Coral Gables, Florida 33134**, as its agent
to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

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

By: Jose R. E. Batista
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA