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RUSSO & MITCHELL, P.A.

ATTORNEYS AT LAW

JOE M. MITCHELL, III, ESQ. ANTHONY J. RUSSO, JR, ESQ.

400 SOUTHEAST EIGHTH STREET FT. LAUDERDALE, FLORIDA 33316 OFFICE (954) 462-1178/676-3480 (24Hrs) FAX (954) 462-1092

Par Mar

February 11, 1997

CT Corporate Systems 660 E. Jefferson St. Tallahassee, FL 32301

Re: Paracop Enterprises, Inc. Order #779036

Dear CT:

I am writing you this letter in order to request that you file/incorporate the accompanying corporate papers. I spoke with Patti in the Plantation Office, who set up the order with me.

I need to bring your attention to the fact that I submitted the articles for T&T.

Enterprising, Inc., which were rejected due to a name conflict. I am sending you the articles for T&T only for reference purposes and so that you can take the accompanying letter with you to the Dept. Of Corporations. Also, the Dept. Did not return my \$70.00 check, as I assume that they will apply the \$70.00 to the Filing fee for Paracop. In any case, be sure to show them the letter when you go over there and all should be in order.

Please file the accompanying Articles for Paracop Enterprises, Inc., and return them to me by Federal Express. I have included a check for \$115.00 made payable to CT Corporate Systems, Inc., for your fees, \$15.50 To CT for the Fedex Fee, and \$52.50 for the return of the certified copies, etc. Please do your best to get these papers to me by Friday morning as I have my client scheduled to come in on Friday to wrap up the Incorporation and I really need the certificate and copies.

If there are any questions, please do not hesitate to call me.

Sincerely.

Joe M. Mitchell, II Attorney at Law



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 3, 1997

JOE MITCHELL 400 SE 8TH ST. FT. LAUDERDALE, FL 33316

SUBJECT: T & T ENTERPRISING, INC.

Ref. Number: W97000002587

We have received your document for T & T ENTERPRISING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt Corporate Specialist

Letter Number: 797A00005444

ARTICLES OF INCORPORATION

97 FEB 12 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

PARACOP ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1- NAME

The name of the Corporation is Paracop Enterprises, INC., (hereinafter, "Corporation").

ARTICLE 2- PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3-PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9201 NW 24th Ct., Sunrise FL 33322 and the mailing address is the same.

ARTICLE 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Joe M. Mitchell, III, Esq. 400 SE 8th Street, Ft. Lauderdale, FL 33316

ARTICLE 5- OFFICERS

The officers of the Corporation shall be:

President:

Joseph Spongross

Secretary/Treasurer:

Theresa Spongross

ARTICLE 6- DIRECTOR(S)

The Director(s) of the Corporation shall be:

Joseph Spongross

ARTICLE 7- CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each share having the par value of One Dollar (\$1.00).
- 7.2 No Holder of shares of stock of nay class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether or hereafter authorized, for such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8- SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the

shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each Share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11- REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize ant equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 9201 NW 24th Ct., Sunrise, FL 33322. The name and address of the registered agent of this Corporation is Joseph Spongross, NW 24th Ct., Sunrise, FL 33322.

ARTICLE 13- BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who

would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14-EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15-AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto granted subject to this reservation.

IN WITNESS WHEREOF, I hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this // day of _______, 1997.

oe M. Mitchell, III, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION FOR T&T ENTERPRISES, INC.

The Undersigned, Joseph Spongross, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

JOSEPH SPONGRØSS

