

P970000044875

TRANSMITTAL LETTER

FILED

97 MAY 19 AM 8 41

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

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

400002183894--7

05/19/97--01178--006
*****78.75 *****78.75

SUBJECT: Philbrook, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Philip Koplin
Name (printed or typed)
3000 Heron Place
Address
Clearwater, Florida 34622
City, State & Zip
(813) 572-0042
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Q1 5-21-97

ARTICLES OF INCORPORATION

FILED

97 MAY 19 AM 8:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

Philbrook, Inc.

ARTICLE II PRINCIPAL OFFICE

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

3000 Heron Place
Clearwater, Florida 34622

ARTICLE III SHARES

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

Fifty million shares of common stock, ten million shares of preferred stock, with par value of ten cents per share (.10).

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mr. Philip Koplin
3000 Heron Place
Clearwater, Florida 34622

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

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

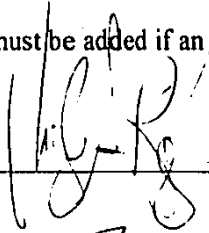
Philip S. Koplin 3000 Heron Place Clearwater, Florida 34622

Brooks R. Levangie 1284 Flying Bridge Lane Osprey, Florida 34229

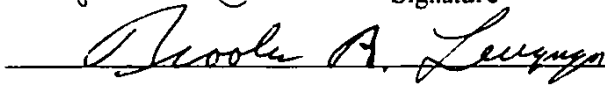
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

Fifteenth day of May, 1997

(An additional article must be added if an effective date is requested.)

A handwritten signature in dark ink, appearing to be "H. G. R.", written over a horizontal line.

Signature

A handwritten signature in dark ink, appearing to be "Brook A. Leung", written over a horizontal line.

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**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: Philbrook, Inc.

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

Philip S. Koplin

(NAME)

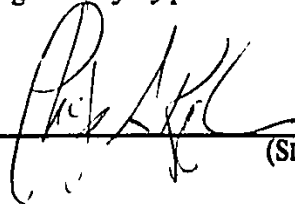
3000 Heron Place

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Clearwater, Florida 34622

(CITY/STATE/ZIP)

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.



(SIGNATURE)

5/15/99

(DATE)

P970000044876

April 25 1997

Secretary of State,
State of Florida,
The Capitol Building,
Tallahassee, Florida 32301.

1.000100:15:23:45-01
4/28/97-01131-010
***122.50 ***122.50

Gentlemen:

Enclosed are two copies of Certificate of -----
Incorporation of MAYLIN AND BROTHERS TRUCK CORP.,
Along with a check for One hundred twenty two dls 50/100
\$ 122.50 to cover registration fees.

Very truly yours



Resident Agent
Omaid A Mederos

ED
97 : AM 8:38
OF STATE
E, FLORIDA

nc 5/21/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 30, 1997

OMaida A Mederos
5820 West 18th Lane #203
Hialeah, FL

SUBJECT: MAYLIN AND BROTHERS TRUCK CORP.
Ref. Number: W97000009986

We have received your document for MAYLIN AND BROTHERS TRUCK CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 197A00022549

FILED IN PROVIDE
211 CODE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1997

ALFREDO F. CORPAS
1051 WEST 47TH STREET
HIALEAH, FL 33012

SUBJECT: MAYLIN AND BROTHERS TRUCK CORP.
Ref. Number: W97000009986

We have received your document for MAYLIN AND BROTHERS TRUCK CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

You failed to make the correction(s) requested in our previous letter.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 197A00022549

FILED

ARTICLES OF INCORPORATION MAY 21 AM 8 39

OF

SECRET
TALLAHASSEE, FLORIDA

MAYLIN AND BROTHERS TRUCK CORP.,

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE 1

NAME, ADDRESS AND AGENT

The name of this corporation shall be:

MAYLIN AND BROTHERS TRUCK CORP.,

(hereinafter referred to as the corporation.) Its Registered Office shall be located at 5820 West 18th Lane #203

Hialeah, Florida 33012

in the County of Dade. Its Registered

Agent shall be Omaida A Mederos

, located at

5820 West 18th Lane #203, Hialeah

County of Dade,--

State of Florida.-- Zip Code 33012

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same--- extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign country or countries, to buy, sell, import, export, lease, sub--- lease, hold, procure, transport, manufacture, acquire and deal--- generally, both wholesale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

d. To issue bonds, debentures, and/or obligations of the--- company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or--- trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock,---- bonds or other securities and obligations of the company and-- other companies.

f. To do all of such acts or things as they are incident or conductive to the premises, and to do all and everything ----- necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the----- objectives herein enumerated or incidental to the powers ----- herein named, or which shall at any time appear conductive or-- expediente for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all---- lawful powers contained in the laws of the State of Florida,-- now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in----- connection with the foregoing, whether manufacturing or ----- otherwise and to have and exercise all the powers conferred by the laws of the state of Florida upon corporations of this---- character.

i. _____

ARTICLE III

CAPITAL STOCK

The capital stock of the

b. Said shares of common stock to have no par value. All-----
shares to be issued fully paid and non-assessable. The capital
stock of this Corporation may be paid in lawful money of the----
United States or in property, labor or services at a fair and---
just valuation to be fixed by the stockholders or by the Board
of Directors. Said determination of just value fixed by the-----
Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in
the control of the management of the corporation.

d. The holders of these shares of common stock are to have
preemptive rights in the purchase as subsequent issues of stock.

e. In the event any shareholder be unable to attend a -----
shareholder's meeting, the shareholder may vote his share or-----
shares by proxy, one share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin
business shall be not less than One thousand dls.,

(\$ 1,000.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The board of Directors shall consist of not less than _____
Three (3) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The name and the addresses of the first _____

are elected and shall have qualified, are the following:

| Title: | Name: | Address: |
|-----------|------------------|--------------------------------------|
| President | Pedro R Gonzalez | 5820 W 18th Lane #203, Hia. Fl 33012 |
| Secretary | Omaida A Mederos | 5820 W 18th Lane #203 Hia. Fl 33012 |
| Treasurer | Zoila M Gonzalez | 5820 W 18th Lane #203, Hia. Fl 33012 |

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

| Name & Title | Address | Shares |
|-------------------------------|-------------------------------------|-----------|
| pedro R Gonzalez President | 5820 W 18 Lane #203, Hia., Fl * | 30 shares |
| Omaida A Mederos Secretary | 5820 W 18 Lane #203, Hia., Fl 33012 | 30 shares |
| Zoila M Gonzalez Treasurer | 5820 W 18 Lane #203, Hia., Fl 33012 | 30 shares |
| *33012 | | |

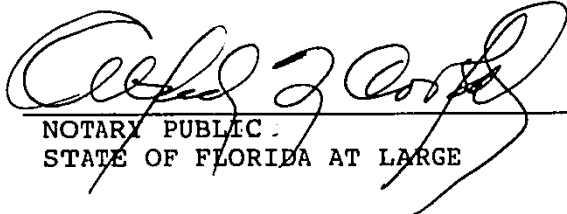
ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

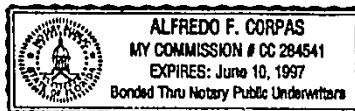
I HEREBY CERTIFY that on this 25 day of April of 1997.-
before me personally appeared Pedro R Gonzalez----- President,
Omaida A Mederos ----- Secretary Zoila M. Gonzalez -----
Treasurer respectively, to me well known to be the persons ---
described as subscribers in and who executed the foregoing ARTICLES
OF INCORPORATION and acknowledged before me that they subscribed
to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal and
hand at Hialeah , Dade County, this day 25 of April 1997 AD.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commissions expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.-

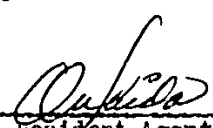
In pursuance of Chapter 40.091, Florida Statutes, the -----
following is submitted, in compliance with said Act.

First: That MAYLIN AND BROTHERS TRUCK.CORP.,
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the articles of corporation
~~association~~ at
5820 West 18th Lane #203, Hialeah, -----County of Dade
State of Florida, has named OMaida A. MEDEROS
located at 5820 W. 18th Lane #203 city of Hialeah
County of Dade State of Florida*, as its agent to accept
*Zip Code 33012
service of process within this State.

ACKNOWLEDGEMENT.- Must be signed by designated agent.

Having been bamed to accept service of process for the above
stated Corporation
~~association~~, 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


Resident Agent
Omaida A Mederos

FILED
TALLAHASSEE, FLORIDA

97 MAY 21 AM 8:39