BUTLER, MOON & HOSCH
ATTORNEYS AND COUNSELORS AT LAW
1218 EAST ROBINSON STREET
ORLANDO, FLORIDA 32801-2194

C. VICTOR BUTLER, JR., P.A.
WALTER R. MOON, P.A.
ROBERT H. HOSCH, JR.

TELEPHONE (407) 898-6600
FAX (407) 896-0067

July 11, 1997

P97000061154

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

RE: JEFFERSON, INC.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for the new corporation listed above. I have enclosed my firm's check in the amount of $70.00 which represents the following:

Filing Fee	$ 35.00
Registered Agent Designation	35.00
Total Filing Fee	$ 70.00

Please please forward the receipt for the filing of same.

Thank you for your assistance in this matter and if you have any questions, please contact me.

Sincerely,

Jane B. Moon, CLA
Certified Legal Assistant

/jbm
Enclosure

600002236996--5
-07/14/97--01052--001
*****70.00 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 AM 10:10

RP
7-15-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 14 AM 10: 11

ARTICLES OF INCORPORATION OF JEFFERSON, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and pursuant to the provisions of the laws of such state, providing for formation, liability, rights, privileges, benefits and obligations conferred and imposed by such laws on corporations organized pursuant to the provisions there of, and do hereby make, subscribe, acknowledge and agree to and file these Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation shall be JEFFERSON, INC.

ARTICLE II

NATURE AND DURATION OF CORPORATE BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of Florida. The corporation shall have perpetual existence.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue a maximum of 7,500 shares of stock. The shares of stock authorized shall be common stock having a par value of $1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered office in the State of Florida shall be JANE B. MOON, 1218 East Robinson Street, Orlando, Fl 32801.

ARTICLE VI

ADDRESS

The street address of the principal office of the corporation shall be 1218 East Robinson Street, Orlando, Fl 32801.

ARTICLE VII

INCORPORATOR

The name and address of the initial incorporator of this corporation shall be Jane B. Moon, 1218 East Robinson Street, Orlando, Fl 32801.

ARTICLE VIII

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 incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Jane B. Moon

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated 7/11, 1997.

Jane B. Moon
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county named above personally appeared JANE B. MOON to be well known to be the person described as incorporator in the foregoing Articles of Incorporation and she acknowledged before me that she executed said Articles of Incorporation.

Witness my hand and official seal this 11th day of July, 1997.

NOTARY PUBLIC
My Commission Expires:

MARY E. ALBA
MY COMMISSION # CC 577311
EXPIRES: September 7, 2000
Bonded Thru Notary Public Underwriters

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 AM 10: 11

4

P97000061155

AMERILAWYER®
(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

800002233268--0
-07/09/97--01006--006
***2100.00 *****70.00
OFFICE USE ONLY

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

PASOS COURIER, INC.

1. ~~PASSUS VELOX, INC.~~
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☐ Walk-In ☐ Pick up time ________ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ 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/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
97 JUL 15 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION
97 JUL -9 AM 8:57
RECEIVED

Examiner's Initials

W97-15869
K.R. JUL 0 9 1997

K.R. JUL 1 1 1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1997

AMERILAWYER
343 ALMERIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: PASSUS VELOX, INC.
Ref. Number: W97000015869

We have received your document for PASSUS VELOX, INC. and your check(s) totaling $2100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

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 (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 697A00035431

Pick-up
ASAP
Ilum

RECEIVED
97 JUL 11 AM 9:
DIVISION OF CORPORATI

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1997

AMERILAWYER
343 ALMERIA AVE
CORAL GABLES, FL 33134

SUBJECT: PASSUS VELOX, INC.
Ref. Number: W97000015869

We have received your document for PASSUS VELOX, 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 897A00035750

RECEIVED
97 JUL 15 AM 8:39
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

PASOS COURIER, INC.

97 JUL 15 AM 10: 05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons 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 **PASOS COURIER, 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 39 Beacom Boulevard, Miami, Florida 33135 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The names and street addresses of the incorporators of this Corporation are A. Danilo Leets and Eduardo J. Chamorro whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	A. Danilo Leets
Vice-President:	Eduardo J. Chamorro
Secretary:	A. Danilo Leets
Treasurer:	Eduardo J. Chamorro

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

A. Danilo Leets
Eduardo J. Chamorro

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR ($1.00)**.

7.2 No holder of shares of stock of any 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 now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to 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 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - 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 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 - 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 any 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 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - 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 15 - EFFECTIVE DATE

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

ARTICLE 16 - 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 are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14 July 1997.

A. Danilo Leets, Incorporator

Eduardo J. Chamorro, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

AmeriLawyer® Chartered, 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 the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By:
Rene H. de los Rios, Attorney at Law

AI72INC.SUB

FILED
97 JUL 15 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA