

PA7000064283

Milagros Cruz Field
Jose E. Calderin
20231 SW 122 PLACE
MIAMI, FLA 33177

Office Use Only

(if known):

400002223794--1

-06/26/97--01058--003

****122.50 ****122.50

1. _____
(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	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JUN 26 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1997

MILAGROS CAULFIELD
20231 SW 122 PLACE
MIAMI, FL 33177

SUBJECT: C. & M., INC.
Ref. Number: W97000015019

*note: Some other
Changes have
been made besides
name.*

We have received your document for C. & M., INC. and your check(s) totaling \$122.50. 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.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 197A00034072

ARTICLES OF INCORPORATION
OF
CALDERIN SERVICES, INC.

FILED
97 JUN 26 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: CALDERIN SERVICES, INCORPORATED

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall authorize to create and issue 500 shares of Common Stock having a par value of \$ 1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation in the State of Florida shall be: _____

20231 S.W. 122 Place, Miami, FL 33177

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have 1 director(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII

DIRECTORS NAME AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jose E. Calderin (President) Secretary & Treasurer	20231 SW 122 Place Miami, FL 33177

ARTICLE VIII

INCORPORATOR

The name and street addresses of the incorporators signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jose E. Calderin	20231 SW 122 Place Miami, FL 33177

ARTICLE IX
SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the power of the corporation, its stockholders and directors, are adopted as part of the Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

2. The directors may prescribe a method of methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscription of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the corporation. Upon acceptance of such assignment, such assignees shall stand and in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by

said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignment.


4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be effected or invalidated by the fact that one or more directors of the corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or person(s), firm or corporation. Each person who becomes a director of the corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or party by reason of having been or being directors or officers or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

6. By affirmative vote a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have

authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to authority to establish salaries, the authority vested in the Board of Directors by this paragraph six (6) shall include the authority to establish the payment of bonuses, stock options, and pensions and profit sharing plan.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of July, 19 97.



Incorporator
Jose E. Calderin

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

Before me personally appeared Jose E Calderin,
to me well known to be the person described in and who
executed the foregoing Articles of Incorporation, and who
freely and voluntarily acknowledged before me according to
law that he made and executed the same for the uses and
purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the state and county aforesaid,
this 11th day of July, 19 97.


Notary Public, State of Florida
at Large

My commission expires: 9/30/97



DESIGNATION AND ACCEPTANCE

OF

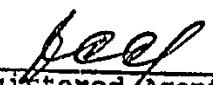
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida
Statutes, Calderin Services, Inc. having filed its Articles of
Incorporation contemporaneously herewith, with its
registered office as indicated therein at 20231 SW
122nd Place, Miami, FL, has named Jose E. Calderin
located thereat as its
registered agent to accept service of process within this
state.

BY: 

Incorporator
Jose E. Calderin

Having been named as registered agent to accept service of
process for the above-state corporation, at the location
designated herein, I hereby accept to act in this capacity,
and agree to comply with the laws of Florida applicable
thereto.


Registered Agent
Jose E. Calderin

FILED
97 JUN 26 PM 4:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE