P97000071056

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308 (904) 385-6735

(City, State, Zip) (Phone #)

OFFICE USE ONLY

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*****70.00 70.00

97 AUG 15 PM 3:35

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

1. PHILCAR, inc
(Corporation Name) (Document #)
2.
(Corporation Name) (Document #)
3.
(Corporation Name) (Document #)
4.
(Corporation Name) (Document #)

[✓] Walk in [✓] Pick up time 2:00 [ ] 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

RECEIVED
97 AUG 14 AM 11:
DIVISION OF CORPORATION

W97-18812

K.R. AUG 1 4 1997

Examiner's Initials	

CR2E031(10/92)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1997

FILINGS, INC.
2805 LITTLE DEAL ROAD
TALLAHASSEE, FL 32308

SUBJECT: PHILCAR, INC.
Ref. Number: W97000018812

We have received your document for PHILCAR, 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: 197A00041315

RECEIVED
97 AUG 15 PM 3:01
DIVISION OF CORPORATION

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

Carphil, Inc.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.0201, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION, PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be:

Carphil, Inc.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this Corporation is being initially organized are as follows:

(1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act;

ARTICLE III. PRINCIPAL OFFICE

The principal office and place of business of the corporation, with the privilege of having additional offices at other places within the state of Florida, and within or without the United States of America shall be at:

7450 West McNab Road, Bay E-15
North Lauderdale, FL 33068

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation and its initial registered agent shall be:

Joseph R. Giaramita, Esq.
2016 Harrison Street
Hollywood, FL 33020

ARTICLE V. INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of the number of Directors serving on the Initial Board of Directors. The number of Directors. The number of Directors of the Corporation may be changed from the number of Directors serving on the initial Board of Directors at any time by affirmative vote of a majority of the stockholders. The number of directors constituting the initial Board of Directors shall be two (2) and the name and address of each person who is to serve as a member thereof is as follows:

CARMINE FALCO, President
7450 West Mcnab Road
North Lauderdale, FL 33068

PHILIP HENANN, Sec/Tres.
7450 West McNab Road
North Lauderdale, FL 33068

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock at $1.00 par value. There shall be only one class of shares.

ARTICLE VII. INCORPORATORS

The names and addresses of each incorporator are as follows:

CARMINE FALCO, President
7450 West Mcnab Road
North Lauderdale, FL 33068

PHILIP HENANN, Sec/Tres.
7450 West McNab Road
North Lauderdale, FL 33068

ARTICLE VIII. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock, shall have the right to purchase his pro rata share thereof, at the price at which it is offered to others.

ARTICLE IX. REMOVAL OF COMMITTEES

Any or all Directors may be removed in accordance with provisions of Section 607.0808 Florida Statutes.

ARTICLE X. EXECUTIVE COMMITTEES

The Board of Directors, by Resolution, adopted by a majority of the full Board of Directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such Resolution shall have and may exercise all of the authority of the Board Directors, except such acts set forth in Section 607.0825, Florida Statutes.

ARTICLE XI. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the Directors or all of the members of the Committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.1002, Florida Statutes.

ARTICLE XIII. GENERAL POWERS

This Corporation shall have all powers which a Corporation of this nature, under the laws of the State of Florida, may legally exercise, including, but not limited to, all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

ARTICLE XIV. OFFICERS

The Officers of this Corporation shall consist of a President, Vice President, Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of this Corporation. Such other officers and assistant officers and agents, as may be deemed necessary, may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

ARTICLE XV. DURATION OF CORPORATE EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law;

corporate existence shall commence upon the filing of these ARTICLES OF INCORPORATION by the Department of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 4 day of August, 1997.

Carmine Falco

CARMINE FALCO, President

PHILIP HENANN, Secretary/Treasurer

State of Florida
County of Broward

Before me, the undersigned authority, personally appeared CARMINE FALCO and PHILIP HENANN, to me known as the person described in and who executed and subscribed to the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 4 day of August, 1997.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:
Nov. 13, 1998

MAXINE H. MERLIN
COMMISSION # CC423856
EXPIRES NOV. 13, 1998
ALAN NOTARY SERVICE
1-800-486-6040

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, THAT, Carphil, Inc, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of North Lauderdale, Broward County, State of Florida, has named Joseph R. Giaramita, Esq., located at 2016 Harrison Street, Hollywood, FL 33020 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

Joseph R. Giaramita

JOSEPH R. GIARAMITA, ESQ.

FILED
97 AUG 15 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA