

*ARMANDO*  
 (Requester Name)  
 343 ALMERE AVENUE  
 CORAL GABLES, FL 33134 - (305) 445-2700

*71953*  
 (Document #)

OFFICE USE ONLY

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

1. TED MURRAY TENNIS, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #) **300002271723--2**  
 08/20/97 01005 001
4. \_\_\_\_\_  
 (Corporation Name) (Document #) **\*\*\*2310.00 \*\*\*\*\*70.00**

- ☐ Walk-In  
 ☐ Pick up time ASAP  
 ☐ 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

07 AUG 20 AM 8:33

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**TED MURRAY TENNIS, INC.**

FILED  
97 AUG 20 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FL

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 **TED MURRAY TENNIS, 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 101 North Marion Court, Suite 213, Punta Gorda, Florida 33950 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

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

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Ted J. Murray
Secretary:	Ted J. Murray
Treasurer:	Ted J. Murray

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



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479  
<http://www.amerilawyer.com>

#### ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Ted J. Murray

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 Subchapter 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<sup>®</sup> Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer<sup>®</sup> 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**

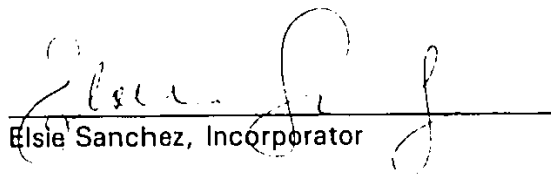
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **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.



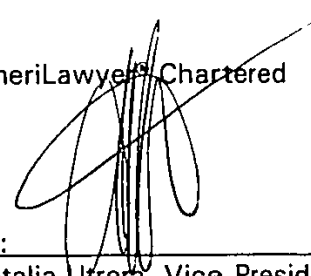
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this AUG 20 1997.

  
Elsie Sanchez, 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:   
Natalia Utrera, Vice President

97 AUG 20 AM 8:33  
FILED  
CLERK OF DISTRICT COURT  
CORAL GABLES, FLORIDA



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ATTORNEYS AT LAW

SERRE 201

TELEPHONE (941) 434-5454

TELEFAX (0-41) 43-4-8-425

ROGER E. CRAIG\*  
PAUL A. MURRAY, P.A.\*

\*ADMITTED IN MICHIGAN & FLORIDA

August 12, 1997

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

\*\*\*\*\*100 \*\*\*\*\*10.000

RE: SOUTHERN AUTO AIR &amp; ACCESSORIES, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a time stamped copy of the Articles of Incorporation (duplicate enclosed) in the stamped self addressed envelope also enclosed.

Also enclosed please find my check for \$70.00 made payable to the Department of State for filing fees.

Thank you for your attention and cooperation in this matter. If you should have any questions, please do not hesitate to contact my office.

Very truly yours,  
Paul A. Murray, P.A.

Paul A. Murray  
For the Firm

PAM:sh  
Enclosures As Noted  
cc Michael Greene

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**ARTICLES OF INCORPORATION  
OF**

FILED  
BY CLERK  
27 AUG 18 AM 8:35

**SOUTHERN AUTO AIR & ACCESSORIES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is SOUTHERN AUTO AIR & ACCESSORIES, INC.

**ARTICLE II**

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

570 25th Street NW, Naples, Florida 34102.

**ARTICLE III**

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

10,000 Common Shares with \$1.00 par value per share.

**ARTICLE IV**

The name of the corporation's initial registered agent and the address of the initial registered office of this corporation is as follows:

Michael J. Greene  
570 25th Street NW  
Naples, Florida 34102

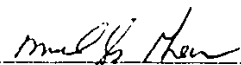
**ARTICLE V**

The name and address of the incorporator to these Articles of Incorporation is as follows:

Michael J. Greene  
570 25th Street NW  
Naples, Florida 34102

The undersigned has executed these Articles of Incorporation this 12th day of August,  
1997.

INCORPORATOR

  
Michael J. Greene



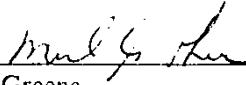
**Designation and Acceptance of Registered Agent  
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, 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 SOUTHERN AUTO AIR & ACCESSORIES, INC.
2. The name of the registered agent is Michael J. Greene.
3. The address of the registered agent/registered office is. 570 25th Street NW  
Naples, Florida 34102

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

  
\_\_\_\_\_  
Michael J. Greene

Date: August 12, 1997

97 AUG 19 AM 8:35

Aug-19-97 04:52 FERNAND LAMOTHE C.A.

P.01

8/19/97  
4:11 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000013678 2))

TO: DIVISION OF CORPORATIONS  
(850)922-4001

FAX #:

FROM: FERNAND LAMOTHE, INC.  
105057001570

ACCT#:

CONTACT: FERNAND LAMOTHE  
PHONE: (954)768-9548  
(954)768-9775

FAX #:

NAME: QUALI METAL (USA) INC.

AUDIT NUMBER.....H97000013678

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

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BMI 8/20/97

FAX AUDIT # H97000013678

ARTICLES OF INCORPORATION

OF

QUALI METAL (USA) INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be "QUALI METAL (USA) Inc."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 721 S.E. 17th Street, Fort Lauderdale, Florida 33316

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Fernand Lamothe  
721 S.E. 17th Street  
Fort Lauderdale, FL 33316  
(954) 768-9548

FAX AUDIT # H97000013678

FAX AUDIT # H97000013678

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe,  
721 S.E 17Th Street, Fort Lauderdale, Florida 33316.

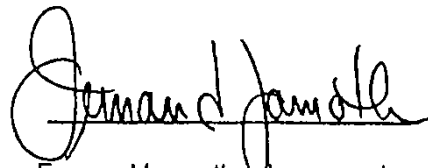
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Article of  
Incorporation is:

Fernand Lamothe  
721 S.E 17Th Street.  
Fort Lauderdale, Florida 33316

The Corporation shall have one (1) director initially. The number of directors  
may be either increased or decreased from time to time as provided in the Bylaws  
of the Corporation, but shall never be less than one (1). The name and address of  
the initial Director is Fernand Poulin as President and secretary, 1635, Jean-Talon,  
Blvd, Charlebourg West, Québec, Canada, G2K-2J5

The undersigned has executed these Articles of Incorporation this 19th days  
of August, 1997.

  
Fernand Lamothe, Incorporator

FAX AUDIT # H97000013678

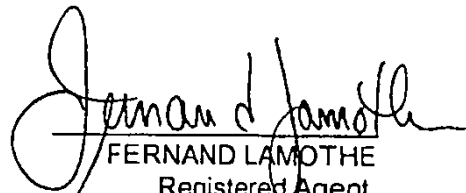
FAX AUDIT # H97000013678

CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes

Dated: August 19th, 1997

  
FERNAND LAMOTHE  
Registered Agent

FAX AUDIT # H97000013678

97 1 1 8:00