

Charter Number Only

*8/28/97*  
*12260 S.W. 8 St. #224*  
*Miami, FL 33174*  
*#559-1888*

Requestor's Name  
Address  
City State ZIP Phone

#559-1888

VALIDATION ONLY

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-08/28/97--01044--011  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

*Imer of Florida, Inc.*



Empire Toll Free: 1-800-432-3028

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FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name	
Availability	
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Examiner	
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Verifier	
Acknowledgment	
W.P. Verifier	

*8/28/97*

*Certified Copy*

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**ARTICLES OF INCORPORATION**  
**OF**  
**IMER OF FLORIDA, INC.**

**ARTICLE I**

Name

The name of this corporation is: **IMER OF FLORIDA, INC.**

**ARTICLE II**

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida. Including but not limited to the repair and storage of heavy machinery and equipment.

**ARTICLE III**

Capital Stock

This corporation is authorized to issue sixty (60) shares of common stock of (\$1.00) one dollar value each. Each of the three corporate officers holds one third of the total number of shares of the corporation

**ARTICLE IV**

Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock, or of any treasury common stock, shall have the right to purchase his pro-rata share of said stock (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others.

"Pro-rata" means, in this article, in the proportion of the number of shares of the corporation already issued and outstanding by the corporation.

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TALLAHASSEE FLORIDA

In case any shareholder does not make of his preemptive rights, such rights will accrue to the rest of the shareholders, also pro-rata.

## ARTICLE V

### Right of First Refusal

In the event a shareholder received a bona fide offer acceptable to him for the purchase of all or a portion of his shares (or any rights or interest therein), such shareholder (hereinafter referred to as the Offering Shareholder) shall give written notice of such offer to the Secretary of the corporation and to all shareholders, by registered mail, at the addresses listed in the books of the corporation. The notice to the corporation shall be sent to the corporate office. The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the prices per share and all other terms and conditions of the proposed transfer.

On receipt of the notice with respect to such offer, the Corporation shall have the exclusive right and option, exercisable at any time during a period of fifteen (15) days from the date of said notice, to purchase the shares the corporation covered by the offer in question at the same price and on the same terms and conditions of the offer as set out in such notice. If the Corporation decides to exercise such option, it shall give written notification of this effect to the shareholder desiring to sell, and said sale and purchase shall be closed within thirty (30) days thereafter. If the Corporation does not elect to exercise its option to purchase any or all of the offered shares, it shall, prior to the expiration of the fifteen (15) day period stated above, notify the other shareholders of its election and each of the remaining shareholders shall be entitled during a period of fifteen (15) days from the date of receipt of said notice, to purchase that

portion of the offered shares (not so purchased by the Corporation) that the number of shares held by him bears to the number of shares held by all shareholders electing to purchase (and actually purchasing the offered shares) on the same terms and conditions as are set out in the offer.

Each shareholder electing to purchase shall promptly give notice to the Secretary of the Corporation of the maximum number of offered shares that he is willing to purchase. If the other shareholders desire to purchase all of the shares that are subject to the offer, the Secretary shall give written notification of this effect to the offering shareholder desiring to sell, and said sale and purchase shall be closed within thirty (30) days thereafter. In the event that the other shareholders do not intend to purchase all of the offered shares, the offering shareholder shall have the right to transfer all of the offered shares which the other shareholders do not intend to acquire to the prospective purchaser free and clear of any restrictions against transfer that might otherwise have been created by this article, provided, further, that the right of the corporation to exercise its option to purchase shall be subject to the laws of the State of Florida governing the rights of a corporation to purchase its own shares.

Similar rights of purchase or option to purchase will accrue to the corporation and to the rest of the shareholders in case anyone of such shareholders becomes disabled, bankrupt, files for voluntary bankruptcy or someone files to have him declared bankrupt (unless the case is dismissed by the court within a reasonable time), makes an assignment in favor of creditor, or dies. The purchase price per share of stock in this case will be determined by evaluation to be made as of about the middle of this fiscal year of the corporation by an outside, independent appraiser, who will determine, as exactly as possible, the value of such share, using generally accepted accounting methods. The same right accrue to the corporation or to the rest of the shareholders, if the shares

of a shareholder are levied upon, or sold, either publicly or privately, as a consequence of the existence of any security interest in them, or any similar matter.

#### **ARTICLE VI**

##### **Initial Registered Office and Agent**

The initial registered office of this corporation is: Imer of Florida, Inc., 2101 N.W. 108th Avenue, Miami, Florida 33172.

The name of the Registered Agent at said Registered Office is:

Elida Molina

#### **ARTICLE VII**

##### **Principal Office of the Corporation**

The initial street address of the principal office of this corporation is: 2101 N.W. 108th Avenue, Miami, Fl 33172.

#### **ARTICLE VIII**

##### **Initial Board of Directors**

This Corporation shall have (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The initial director of this corporation is:

Name:

Street Address:

Charles DeVito

2101 N.W. 108th Avenue  
Miami, Florida 33172

Eduardo Cruz

2101 N.W. 108th Avenue  
Miami, Florida 33172

Elida Molina

2101 N.W. 108th Avenue  
Miami, Florida 33172

**ARTICLE IX**  
**Incorporators**

The name of the person signing these Articles as the incorporator of the Corporation is :  
Elida Molina.

**ARTICLE X**

**Officers**

This Corporation shall have the following officers:  
President, Vice-President, Treasurer, and Secretary, but other officers may be created by the  
bylaws.

The initial officers of the Corporation are:

President:	Charles DeVito
Vice-President:	Eduardo Cruz
Treasurer:	Elida Molina
Secretary:	Elida Molina

**ARTICLE XI**

**Bylaws**

The power to adopt, alter, amend or repeal bylaws, shall be vested in the Board of  
Directors, and in the meeting of a majority of the shareholders, acting either together or  
independently of each other.

**ARTICLE XII**

**Procedure in Case of Stalemate**

In case of stalemate in any decision to be made by the Board of Directors and/or the

shareholders, no director or shareholder shall seek dissolution of the corporation, but instead, the dispute shall be submitted for decision to a panel of three (3) attorneys designated by the Florida Bar in the field of Corporations; two of such attorneys shall be selected, one each, by the parties in stalemate; the third shall be chosen by the two attorneys selected by the parties in stalemate. If any party refuses to appoint an attorney, then any party may petition the Dade County Bar Association to nominate, in the stead of the non-nominating party, an attorney designated in the field of Corporations, and the attorney or attorneys so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The decision of the above panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the Board of Directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its member harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

### ARTICLE XIII

#### Date of Commencement and Duration of Corporate Existence

The effective date of this Corporation is the date of filing with the Secretary of State.

This corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of August, 1997.

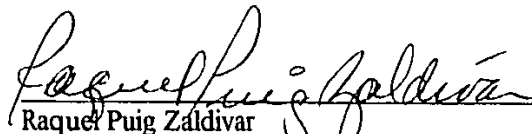
  
\_\_\_\_\_  
Elida Molina

STATE OF FLORIDA)

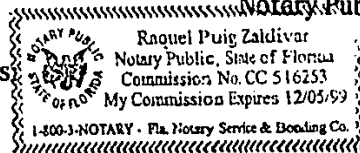
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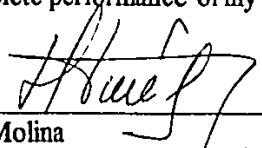
BEFORE ME, the undersigned authority, personally appeared Elida Molina, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

  
Raquel Puig Zaldívar  
Notary Public State of Florida at Large

My Commission Expires



Having been named to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Elida Molina  
2101 N.W. 108th Avenue  
Miami, Florida 33172

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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