

097000078669

ORLANDO DELGADO

JAW OFFICES

**ORLANDO DELGADO**  
PROFESSIONAL ASSOCIATION

717 PONCE DE LEON BLVD.  
SUITE 208  
CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 441-6931  
FACSIMILE (305) 441-9808

September 9, 1997

Florida Department of State  
Division of Corporation  
P.O. BOX 6327  
Tallahassee, Florida 32314

**RE: CARD SERVICE OF MIAMI, INC.**

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-09/10/97--01082--012  
\*\*\*\*122.50 \*\*\*\*122.50

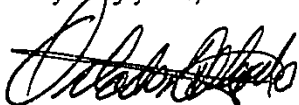
Dear Sir or Madam:

Enclosed please find ARTICLES OF INCORPORATION duly signed and notarized, together with Resident Agent's Certificate on behalf of CARD SERVICE OF MIAMI, INC.

Also, enclosed please find a check payable to the Department of State in the sum of One Hundred Twenty Two Dollars 50/00 (\$122.50) to cover taxes and filing fees.

Thank you for your cooperation in this matter.

Very truly yours,



ORLANDO DELGADO, ESQ.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 10 AM 10:36

Enclosure

9/11/97

**ARTICLES OF INCORPORATION**

**OF**

**CARD SERVICE OF MIAMI, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation for profit under the laws of the State of Florida, hereby certify as follows:

**ARTICLE I**

The name of the proposed corporation is: **CARD SERVICE OF MIAMI, INC.**

**ARTICLE II**

This corporation shall have perpetual existence beginning on date of incorporation.

**ARTICLE III**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be **100** shares of common stock, with a par value of **\$1.00** per share.

**ARTICLE V**

The street address of the initial principal office of this corporation shall be 7106 SW 112<sup>th</sup> Place, Miami, Florida, 33173 or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

**ARTICLE VI**

The name of the initial registered agent of this corporation shall be Lourdes M. Sheehy, whose address shall be 8378 SW 159<sup>th</sup> Place, Miami, Florida, 33173.

**ARTICLE VII**

The business of this corporation shall be conducted by a Board of Directors which shall consist of initially one (2) Directors, but the number of Directors of this corporation may be increased

from time to time by the By-Laws up to five (5) Directors, and a majority thereof shall constitute a quorum for the transaction of all business.

#### **ARTICLE VIII**

The names and street addresses of the first Board of Directors who subject to the provision of these Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

#### **DIRECTORS**

##### **Names**

##### **Addresses**

**Abdon T. Ramirez**

**625 NW 133<sup>rd</sup> Court  
Miami, FL 33182**

**Lourdes M. Sheehy**

**8378 SW 159<sup>th</sup> Place  
Miami, FL 33173**

#### **ARTICLE IX**

The names and street addresses of each incorporator of this corporation is:

**Abdon T. Ramirez**

**625 NW 133<sup>rd</sup> Court  
Miami, FL 33182**

#### **ARTICLE X**

The By-Laws of this corporation may be created, amended or changed by either the stockholders or the directors at any regular or duly scheduled special meeting.

#### **ARTICLE XI**

This corporation shall have, in addition to a President, Vice-President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

#### **ARTICLE XII**

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

## ARTICLE XIII

Every person who now is or hereafter shall become a director of this corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceeding, of whatever nature, to which he is or shall be made a party by reason of his being or having been a director of the corporation (whether or not he is a director of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him as such director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled a matter of law.

## ARTICLE XIV

This corporation elects to have preemptive rights. The shareholders of the corporation have preemptive rights. The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 9<sup>th</sup> day of September, 1997.

Print Name: \_\_\_\_\_

## Subscriber

STATE OF FLORIDA)

SS:

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 9 day of SEPT, 1997 by Abdon T. Ramirez who is personally known to me or who produced a PRODUCED FLA DRIVER LICENSE as identification.

**My Commission Expires:**

Print Name: \_\_\_\_\_

**Notary Public, State of Florida Large.**



JOSE R. MERINO  
COMMISSION # CC625654  
EXPIRES MAR 02, 2001  
BONDED THROUGH  
ATLANTIC BONDING CO., INC

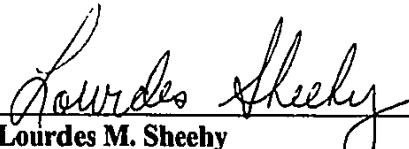
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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

That CARD SERVICE OF MIAMI, INC., desiring to organize under the laws of the State of Florida, and with its principal registered office, as indicated in the Articles of Incorporation, at the County of Dade, State of Florida, has named Lourdes M. Sheehy located at 8378 SW 159<sup>th</sup> Place, at the County of Dade, State of Florida, as its Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at 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.

  
**Lourdes M. Sheehy**  
**Registered Agent**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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