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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.  
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NAME: AC/DC ELECTRICAL REWIND, INC.  
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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**AC/DC ELECTRICAL REWIND, INC.**

For the purpose of forming a corporation under Ch.607 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

**ARTICLE 1**

The name of this corporation shall be AC/DC Electrical Rewind, Inc., and its principal place of business shall be in South Florida with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

**ARTICLE 11**

The specific purpose of this corporation is to engage in any lawful business, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its By-laws.

**ARTICLE 111**

The total authorized capital stock of this corporation shall be fifteen hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV**

The amount of capital with which this corporation shall begin shall be not less than seven hundred and fifty dollars (\$750.00).

**ARTICLE V**

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

Prepared by; Marion G. Mason  
9454 S.W. 146th Ave.  
Miami, Fl 33186  
(305) 382-7939

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#### ARTICLE VI

The number of Directors of said corporation shall be provided in the By-laws but in no event shall the number be less than one (1) nor more than ten (10).

#### ARTICLE VII

The names and post office address of the first Board of Directors who hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless otherwise stated by the By-laws, are:

George Banker  
18346 N.W. 68 Avenue #F  
Miami, Florida 33015

P. Richard Devot  
8520 S.W. 133 Avenue Road, Apt 4-221  
Miami, Florida 33183

Larry R. Moorley  
9611 April Road  
Miami, Florida 33157

Eddy A. Jarquin Jr.  
12720 S.W. 63 Circle Terrace  
Miami, Florida 33183

Jamal Ali  
292 N.W. 187 Street  
Miami, Florida 33169

#### ARTICLE VIII

The registered address of the principal office of the corporation shall be

9611 April Road  
Miami, Florida 33157

#### ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for purposes of furnishing security for its indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

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#### **ARTICLE X**

Amendments and revisions, including alterations of any provision, of these Articles, and by the By-laws, shall be by shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

#### **BY-LAWS**

The power to adopt, alter, or repeal By-Laws shall be vested in the shareholders.

#### **ARTICLE XI**

Special meetings of shareholders may be called by Certified Mail Return Receipt Requested. Giving five (5) days written notice.

#### **ARTICLE XII**

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XIII**

##### **RIGHT OF SHAREHOLDER TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

#### **ARTICLE XIV**

##### **SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

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ARTICLE XV

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation.

ARTICLE XVI

POWERS

This corporation shall have all corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XVIII

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XIX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

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**ARTICLE XXI**

**NOTICE**

Any notice required herein shall be by Certified Mail Return Receipt Requested, or hand delivered to the stockholders at the following address:

9611 April Road  
Miami, Florida 33157

**ARTICLE XXII**

*The name and address of the subscriber to these articles is:*

George Banker  
18346 NW 68 Avenue # F  
Miami, Florida 33015

**ARTICLE XXIII**

*The name and address of the resident agent of this corporation is:*

George Banker  
18346 NW 68 Avenue # F  
Miami, Florida 33015

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ARTICLE XXIV

I George Banker, a subscriber to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent for AC/DC ELECTRICAL REWIND, INC. Hereunto set my hand and seal this 16 day of September, 1997.

(X) George Banker

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SECTION 1, STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
S.S  
COUNTY OF DADE )

On this 16 day of Sept., 1997, before me, the undersigned, a notary public in and for said county in said state, personally appeared George Banker, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same in his voluntary act and deed.

[Signature]  
NOTARY PUBLIC STATE OF FLORIDA

NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES  
SEP 1998

MY COMMISSION EXPIRES:  
FLD# B52631651446.  
George R Banker.

NOTARY PUBLIC  
STATE OF FLORIDA  
OFFICIAL RECORD  
MARIA N. CANINO  
COMMISSION EXPIRES  
CC52540  
MY COMMISSION EXPIRES  
JAN. 2000

NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES  
SEP 1998

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