

# APPEL, BLECKER & LEWINGER

997000085897

Certified Public Accountants

September 30, 1997

Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32399

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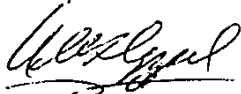
Re: PMETS, INC.

Gentlemen:

We wish to expedite these Articles of Incorporation immediately.

Thank you very much.

Cordially yours,



Allan F. Appel, CPA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -3 AM 9:28

cf 10/16/97

EFFECTIVE DATE

10/1/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -3 AM 9:28

**ARTICLES OF INCORPORATION**

**OF**

**PMETS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this corporation shall be:

PMETS, INC.  
700 WASHINGTON STREET  
HOLLYWOOD, FL 33019

**ARTICLE II**

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

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

#### **ARTICLE IX**

No contract or other transaction between this corporate and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, of any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### **ARTICLE X**

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### **ARTICLE XI**

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

#### ARTICLE IV

This corporation shall commence its existence effective as of OCTOBER 1, 1997, and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be at 700 WASHINGTON STREET, HOLLYWOOD, FLORIDA 33019, with the privilege of having its offices and branches at other places within or without the State of Florida. The initial registered agent at that address shall be STEPHEN Z. GERVIN.

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The name and address of the first directors (s) of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

STEPHEN Z. GERVIN  
700 WASHINGTON STREET  
HOLLYWOOD, FLORIDA 33019

#### ARTICLE VIII

The name and address of the Incorporator (s) is STEPHEN Z. GERVIN, 700 WASHINGTON STREET, HOLLYWOOD, FLORIDA 33309.

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators  
hereinbefore named, for the purpose of forming a corporation to do business both  
within and without the State of Florida, under the laws of Florida, make and file  
these Articles of Incorporation, hereby declaring and certifying that the facts herein  
stated are true, and hereunto set my hand and seal this 21 day of Sept, 19 92

  
\_\_\_\_\_  
STEPHEN Z. GERVIN

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

**In compliance with the laws of Florida, the following is submitted:**

**First, STEPHEN Z. GERVIN, PRESIDENT, desiring to organize under the laws of  
the State of Florida, has named STEPHEN Z. GERVIN, County of BROWARD,  
State of Florida, as its statutory Registered Agent.**

**Having been named the statutory Registered Agent of the above corporation at the  
place designated in this certificate, I hereby accept the same and agree to act in this  
capacity , and agree to comply with the provisions of Florida law relative to keeping  
the registered office open, and I accept the obligations of Section 607.325 F.S.**

  
**REGISTERED AGENT**

**DATED: This** 24 **day of** Sept. **, 19** 97

97 OCT -3 PM 9:28  
FILED STATE  
CLERK OF COURTS