

P97000092095

Requestor's Name  
CARMEW - CLORIA RODRIGUEZ  
Address  
15973 SW 72 Ave  
MIAMI, FL 33193  
City/State/Zip Phone #

000002318320--5  
-10/13/97--01030--001  
\*\*\*\*122.50 \*\*\*\*122.50  
Office Use Only

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

1. TRAIN CORP Services of America, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ 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

FILED  
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SECRET/RY STATE  
TALLAHASSEE, FLORIDA

914 10/21/97  
6097-235-96



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 16, 1997

**CARMEN-GLORIA RODRIGUEZ**  
6320 SW 139 CT  
MIAMI, FL 33183

**SUBJECT: TRAIN CORE SERVICES OF AMERICA, INC.**  
Ref. Number: W97000023596

We have received your document for TRAIN CORE SERVICES OF AMERICA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 097A00050568

**ARTICLES OF INCORPORATION  
OF  
TRAIN CORE SERVICES OF AMERICA, INC.**

The undersigned, 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 – NAME**

The name of this corporation is:  
TRAIN CORE SERVICES OF AMERICA, INC.

**ARTICLE II – PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under Chapter 607 Florida Statutes.

**ARTICLE III – CAPITAL STOCK**

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at the just valuation to be fixed by the Board of Directors.

**ARTICE IV – VOTING**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote to be cast per share.

**ARTICLE V- TERM OF EXISTENCE**

This corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

#### **ARTICLE VI – STATUS**

This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a form 2553 with the Internal Revenue Service.

#### **ARTICLE VII – TERMS**

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

#### **ARTICLE VIII – PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### **ARTICLE IX – CORPORATION PRINCIPAL OFFICE AND AGENT**

The corporation's principal office and/or mailing address will be the same as the initial registered office, 15973 SW 72 Terr., Miami, Florida 33193. The name of the initial registered agent of this corporation is Carmen-Gloria Rodriguez, address 15973 SW 72 Terr., Miami, Florida 33193.

#### **ARTICLE X – INITIAL BOARD OF DIRECTORS AND INCORPORATORS**

This corporation shall have at least three directors initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The names and addresses of the initial directors and incorporators who are signing these articles of this corporation are as follows:

NAME

ADDRESS

Carmen-Gloria Rodriguez

15973 SW 72 TERRACE  
Miami, Fl 33193

Ivonne-Marie Colon

15973 SW 72 TERRACE  
Miami, Fl 33193

David E. Colon

15973 SW 72 TERRACE  
Miami, Fl 33193

ARTICLE XI – INITIAL OFFICERS

The names and post office address of the first officers of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT:

Carmen-Gloria Rodriguez

15973 SW 72 TERRACE  
Miami, Fl 33193

VICE – PRESIDENT:

Ivonne-Marie Colon

15973 SW 72 TERRACE  
Miami, Fl 33193

SECRETARY/TREASURER:

David E. Colon

15973 SW 72 TERRACE  
Miami, Fl 33193

All of the said Directors and Officers are of full age and citizens of the United States.



## ARTICLE XII - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonable incurred by or imposed upon him in connection with , or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer 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) except 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 his duties as such Director or Officer. The right of indemnification herein provided should not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

## ARTICLE XIII - DISCLOSURE

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are in pecuniary, or otherwise interested in, or are directors, or officers of, such corporation. Any director individually, or 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. Any director of this corporation who is

also a director or officer of such corporation, who it is so interested may be counted in determining its existence of a quorum at any meeting of the Board of Directors of this corporation.

#### ARTICLE XIV – BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

#### ARTICLE XV – AMENDMENTS

An amendment to these Articles of Incorporation may be proposed by any shareholder of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the shareholders.

#### ARTICLE XVI – INDEBTEDNESS

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

STATE OF FLORIDA  
DEPARTMENT OF THE SECRETARY OF STATE

Certificate designating Place of Business or Domicile for the  
Service of Process Within this State, Naming Agent  
Upon Whom Process May Be Served

CARMEN-GLORIA RODRIGUEZ

The following is submitted, in compliance  
With Chapter 48.091, Florida Statutes:

First that TRAIN CORE SERVICES OF AMERICA, INC. desiring to organize or qualify under the laws of the state of Florida, with its principle place of business at the county of Dade, state of Florida, has named CARMEN-GLORIA RODRIGUEZ located at 5973 SW 72 TERRACE Miami, FL 33193 county of DADE, state of Florida, as its agent to accept service of process within Florida.

Signature:   
CARMEN-GLORIA RODRIGUEZ  
PRESIDENT

Date: 10 / 7 / 97

ACCEPTANCE BY REGISTERED AGENT

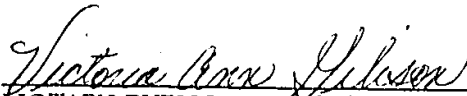
Having been named to accept the services for the above stated corporation, at the place designated in Article IX of these Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with these provisions of all statutes relative to the proper and complete performance of its duties.

DATED THIS 7 DAY OF OCTOBER, 1997.

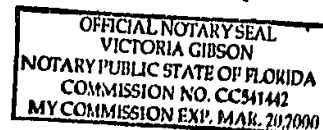
  
CARMEN-GLORIA RODRIGUEZ

STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY that on this 7 day of October, 1997, personally appeared before me, and officer duly authorized to administer oaths and take acknowledgments, CARMEN-GLORIA RODRIGUEZ acknowledged to and before me that she signed and executed the foregoing instrument as Incorporator of the Articles of Incorporation of Train Core Services of America, Inc., for the uses and purposes therein stated.

  
NOTARY PUBLIC, State of Florida at Large

My Commission expires:



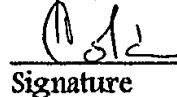


IN WITNESS WHEREOF, the undersigned subscribers have made, executed, subscribed and acknowledged these Articles of Incorporation on the 7 day of October, 1997 for the purpose of forming this a Sub-Chapter "S" corporation under the laws of the state of Florida.

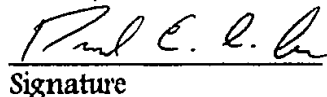
NAME: Carmen-Gloria Rodriguez  
ADDRESS: 6320 SW 139 COURT  
Miami, Fl 33183

  
Signature

Ivonne-Marie Colon  
15973 SW 72 TERRACE  
Miami, Fl 33193

  
Signature

NAME: David E. Colon  
ADDRESS: 15973 SW 72 TERRACE  
Miami, Fl 33193

  
Signature

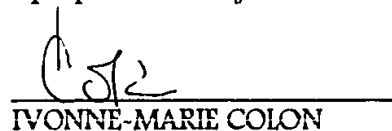
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF DADE )

PERSONALLY APPEARED BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, CARMEN-GLORIA RODRIGUEZ, IVONNE-MARIE COLON, and DAVID E. COLON, to me know to be the Incorporators described in the foregoing Articles of Incorporation, and they acknowledged the same after being first duly sworn, upon their oath, depose and say that it is intended in good faith to carry out the purposes and objects set forth therein.

  
CARMEN-GLORIA RODRIGUEZ

  
DAVID E. COLON

  
IVONNE-MARIE COLON

SWORN TO AND SUBSCRIBED BEFORE ME  
This 7 day of October, 1997

  
NOTARY PUBLIC, STATE of FLORIDA at Large

My Commission expires:

OFFICIAL NOTARY SEAL  
VICTORIA GIBSON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC541442  
MY COMMISSION EXP. MAR. 20, 2000