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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: R & S MAINTENANCE LAND SERVICES, INC.

AUDIT NUMBER.....H97000018249

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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

November 3, 1997

FAS-T CORP AGENTS, INC.

SUBJECT: R & S MAINTENANCE LAND SERVICES, INC.  
REF: W97000024942

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

ARTICLE ONE HAS "SERVICES" AND THE REGISTERED AGENTS PAGE HAS "SERVICE".

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) 487-6919.

Beth Register  
Corporate Specialist Supervisor

FAX Aud. #: H97000018249  
Letter Number: 697A00053180

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**ARTICLES OF INCORPORATION**  
**OF**

**ARTICLE I - NAME**

The name of this corporation is R & S Maintenance Land Services, Inc. \_\_\_\_\_

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of the filing of the articles by the Department of the State, State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One Dollars : 00/100 - - (\$ 1.00 ) par value common stock which shall be designated "COMMON SHARES".

**ARTICLE V - 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 price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial and principal place of business of this corporation shall be at 7141 SW 5th. Street - Miami - Fl 33144.  
The registered agent of this corporation shall be Sara C. Depiloto  
- - - - - and the street address shall be located at: 7141 SW 5th. Street - Miami  
- Fl 33144.

Prepared by:

Sara C. Depiloto  
7141 SW 5th. St.  
Miami Fl 33144  
(305) 263-6358

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have One directors(s) 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 name(s) and address(es) of the initial director(s) of this corporation is(are):

Sara C. Depiloto  
7141 SW 5th. Street  
Miami Fl 33144

#### **ARTICLE VIII - INCORPORATORS**

The name and address of the each incorporator are:

Sara C. Depiloto  
7141 SW 5th. Street  
Miami Fl 33144

#### **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

#### **ARTICLE X - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the board of directors or the holders of not more than one tenth of all the shares entitled to vote at the meeting.

#### **ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING**

The majority 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 the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - CAPITAL AMOUNT**

The amount of capital with which this corporation shall commence business shall not be less than Five Hundrede Dollars. . . . 00/100 (\$ 500.00).

**ARTICLE XIV - SUBSCRIBERS**

The 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 the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribers have executed these articles of incorporation this 3 day of November, 1997.

President Sara C. Depiloto (seal)

Vice President \_\_\_\_\_ (seal)

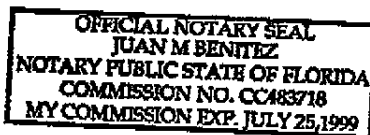
Secretary \_\_\_\_\_ (seal)

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared:  
Sara C. Depiloto -----

known to me and known by me to the person(s) who executed the foregoing articles of incorporation, and he(they) acknowledged before me that he(they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 3 day of November, 1997.



  
Juan M. Benitez  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registers office/registered agent, in the State of Florida.

1. The name of the corporation is:

R & S Maintenance Land Services, INC.

2. The name and address of the registered agent and office is:

Sara C. Depiloto  
7141 SW 5th. Street  
Miami Fl 33144

SIGNATURE Sara C. Depiloto  
(Corporate Officer)

TITLE PRESIDENT \_\_\_\_\_

DATE November 3, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Sara C. Depiloto  
(Registered Agent)  
DATE November 3, 1997