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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NEW ERA SUPPLY COMPANY, INCORPORATED

AUDIT NUMBER.....H97000019679

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NEW ERA SUPPLY COMPANY, INCORPORATED

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, being of legal age, does hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be NEW ERA SUPPLY COMPANY INCORPORATED.

ARTICLE II

The general nature of the business and the object and purposes proposed to be transacted and carried on are to be engaged in retail and wholesale marketing and sales activity as permitted under the laws of the United States and Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1500 shares of common stock at \$1.00 par value.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according and the law and said corporation's existence shall commence of the date of subscription and acknowledgment of this Certificate of Incorporation.

ARTICLE V

The initial street address of the corporation shall be at the address listed below:

8010 S.W 18th Court, Davie, FL 33324 .

ARTICLE VI

The number of Directors of this corporation shall not less than one (1) nor more than seven (7). The corporation shall initially have six (3) Directors.

1

Ralph B. Laughton, Esq., FBN# 0099600; 3250 S. University Dr., Miramar, FL 33025
(954) 442-9303

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ARTICLE VII

The corporation shall be managed by a Board of Directors unless the stockholders shall, by a majority vote, determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) Director. At no time shall the corporation be managed by the stockholders unless there is at least one stockholder.

ARTICLE VIII

Any restriction imposed by the corporation on the sale or other disposition of its shares, or on the transfer thereof, must be noted conspicuously on each certificate representing shares to which the restriction applies. The sale or transfer of the stock of the corporation is restricted as follows:

- a) Each stockholder of the corporation shall have preemptive rights to subscribe to any issue or additional issue of capital stock, debentures, notes, or other securities of the corporation, including treasury stock. The Board of Directors shall offer any issues, additional issues, debentures, notes or other securities of the corporation to the stockholders in proportion to their respective stockholding, and such offer shall be open for (60) days, after which time the corporation shall be free to sell such issues, additional issues, debentures, or other securities of the corporation to the remaining stockholders or to any third party.
- b) None of the stockholders may transfer their stock before first offering the stock to the corporation. The corporation will have (60) days to accept or reject their offer. After the expiration of such term, the stock must be offered to the remaining stockholders of the same class. These stockholders will have (30) days in which to accept or reject the offer. The offeror shall then be free to sell to any third party. Any change in price will require a new offering as outlined above. A shareholder who intends to sell part of the whole of his shares to a specified buyer must notify the corporation in writing to such intent, disclosing the name of the buyer and the price per share. In any event, the transaction with a third party buyer under any of the foregoing will have to be concluded within (90) days following the (90) days given the corporation and shareholders by this section.

ARTICLE IX

The name and address of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are elected, shall be:

NAME (S)	ADDRESS(S)	OFFICE
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1. ALFRED SUTHERLAND	8010 S.W 18th Court, Davie, FL 33324	
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2. ANNETTE J. SUTHERLAND 8010 S.W 18th Court, Davie, FL 33324
3. SANDRA D. SUTHERLAND 8010 S.W 18th Court, Davie, FL 33324

ARTICLE X

These Articles may be amended when approved by a majority of directors and stockholders. The corporation shall indemnify directors or officers, or subscribers and their heirs, and assigns, against all expenses, actually and necessarily incurred in connection with the defense or settlement of any claim action, suit or proceeding in which they are, or have been, directors or officers, except in relation to matters as to which misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which the indemnification may be entitled under the law, or by-law, agreement, vote of stockholders, or otherwise.

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

ARTICLE XI

The name and street address of the incorporator to these Articles of Incorporation is:

- (1) ALFRED SUTHERLAND, 8010 S.W 18th Court, Davie, FL 33324.

ARTICLE XII

REGISTERED AGENT

The registered agent to accept service of process within this State for said Corporation shall be:

ALFRED SUTHERLAND, 8010 S.W. 18th Court, Davie, FL 33324.

Having been named to accept service of process for the above stated corporation at the place designated herein, I hereby accept to act in this capacity and agree to comply with the provisions of said Act to keeping open said office.

Signed: 9
Registered Agent

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Ralph B. Laughton, Esq., FBN# 0099600; 3250 S. University Dr., Miramar, FL 33025

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IN WITNESS WHEREOF, the undersigned being the original subscriber to the capital stock herein above named and the incorporator, for the purpose of forming a corporation to do business both within and without the State of Florida, under the law of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and does respectively agree to take the number of shares herein above set forth, and hereunto set his hand and seal this 24 day of November, 1997.

Signed:

Incorporator: Alfred Sutherland

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