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11/25/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

EFFECTIVE DATE
11-21-97

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ARCO INTERNATIONAL, INC.

AUDIT NUMBER.....H97000019592

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 25, 1997

EMPIRE CORPORATE KIT

SUBJECT: ARCO INTERNATIONAL, INC.
REF: W97000026567

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.

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Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H97000019592
Letter Number: 197A00056354

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ARTICLES OF INCORPORATION

OF

ARCO SOLUTIONS, INC.

EFFECTIVE DATE
11-21-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is ARCO SOLUTIONS, INC., having its principal place of business at 8222 Northwest 14th Street, Suite 300, Miami, Florida 33126.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United State and of this State.

ARTICLE IV

The corporation shall have the authority to issue One Thousand (1,000) shares all of one class of Capital Stock, with a par value of \$1.00 per share.

Prepared By Glenn J. Garrett, P.A.
6350 Cypress Rd., Ste. 101
Plantation, Florida 33317
(954) 792-5400
Florida Bar No. 464023

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ARTICLE V

The address of its initial registered office is 6950 Cypress Road, Suite 101, Plantation, Florida 33317 and the name of its initial registered agent at said address is Glenn J. Garrett.

ARTICLE VI

The number of directors and officers constituting its initial Board of Directors is four, whose names are:

Dennis Meyers President	2275 Southwest 66th Street Davie, Florida 33317
Michael Bernstein Vice-President	2275 Southwest 66th Street Davie, Florida 33317
Mort Meyers Vice-President	2275 Southwest 66th Street Davie, Florida 33317
Michael Meyers Treasurer	2275 Southwest 66th Street Davie, Florida 33317

ARTICLE VII

The name and address of the incorporator is:

Dennis Meyers	2275 Southwest 66th Street Davie, Florida 33317
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ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a two-thirds vote of the common stock.

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ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.167(1), the effective date of the commencement of corporate existence is the 21st day of November, 1997, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, The undersigned has made and subscribed of these Articles of Incorporation at Plantation, Broward County, Florida on the 21st day of November, 1997.

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Dennis Meyers
Dennis Meyers

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned appeared DENNIS MEYERS, who is to me personally known, or who produced *Personally Known* as identification, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my office seal at Plantation, in said County and State this 21ST day of November, 1997.

My Commission Expires:



Joyce C. Gallowich
MY COMMISSION # CC547666 EXPIRES
April 15, 2000
BONDED THROUGH FARM INSURANCE, INC.

Notary Public, State of Florida

Joyce C. Gallowich

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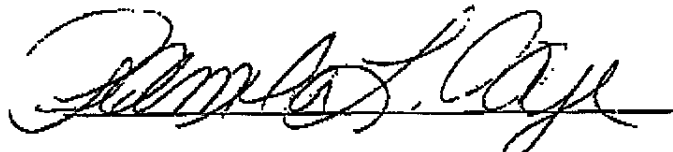

GLENN J. GARRETT

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared GLENN J. GARRETT, ESQ., who is to me personally known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Plantation, in said County and State this 21st day of November, 1997.


Notary Public, State of Florida

My Commission Expires:



PAMELA L. CAGE
My Commission OC456221
Expires May. 02, 1999
Bonded by HAI
800-422-1555

5/6/99

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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that ARCO SOLUTIONS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named GLENN J. GARRETT, ESQ., located at 6950 Cypress Road, Suite 101, Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

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

By: 

GLENN J. GARRETT
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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