

# P97000103694

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

November 21, 1997

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-12/08/97--01049--001  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: SYLEX ENTERPRISE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$131.25 - Filing Fee, Certified Copy & Certificate

FROM:

14610 Bull Run Road, #236

Miami Lakes, Florida 33014

305-512-9648

FILED  
97 DEC -8 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Betty GAVE

AUTHORIZATION BY PHONE TO

CORRECT certificate + art. 4

DATE 12/9/97

DOC. EXAM TM

TM-12/9/97

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE I NAME

The name of the corporation shall be in order of preference:

1st. SYLEX ENTERPRISE, INC.

2nd.

3rd.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

14610 Bull Run Road  
Suite 236  
Miami Lakes, Florida 33014

Telephone: 512-9648

### ARTICLE III SHARES

The number of shares of stock that corporation is authorized to have outstanding at any one time is:

THREE THOUSAND (3,000)

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agents are:

Betty R. Sylvestre,  
14610 Bull Run Road, #236  
Miami Lakes, Fla. 33014

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TALLAHASSEE, FLORIDA

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#### ARTICLE V INCORPORATOR

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida. The name and address of the incorporator to these Articles of Incorporation is:

Betty R. Sylvestre/George Alexandre  
14610 Bull Run Road, #236  
Miami Lakes, Fla. 33014

#### ARTICLE VI DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

#### ARTICLE VII PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) transact any and all activities permitted under the laws of the United States and of the State of Florida.
- (2) Said corporation shall further have powers: To have perpetual succession by its corporate name;

#### ARTICLE VIII CAPITAL STOCK

This corporation is authorized to issue THREE THOUSAND (3,000) shares of common stock with par value of SEVENTY SIX CENTS (\$.76) per share. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE IX VOTING RIGHTS

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.

#### ARTICLE X PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased, and once increased, may be decreased from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

Betty R. Sylvestre  
14610 Bull Run Road, #236  
Miami Lakes, Florida 33014

George Alexandre  
1525 NE 125<sup>TH</sup> Street, #313  
North Miami, Florida 33161

#### ARTICLE XII BYLAWS

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

#### ARTICLE XIII RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Name	Number of Stock
Betty R. Sylvestre	1,500
George Alexandre	1,500

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XIV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than FOUR THOUSAND DOLLARS (\$4,000.00).

#### ARTICLE XV MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### ARTICLE XVI POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XVII DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XVIII REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his/her term.

#### ARTICLE XIX DIRECTOR QUORUM VOTING

All of the directors shall constitute a quorum for a meeting of the directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

#### ARTICLE XX INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXI SUB CHAPTER "S"

It is the intention of the undersigned incorporator to be treated as a "Small Business Corporation."

ARTICLE XXII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and/or any amendment thereto, and any right conferred upon the shareholders is subject to this provision.

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

SYLEX Enterprise, Inc.

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

Betty R. Sylvestre

14610 Bull Run Road, Suite 236

Miami Lakes, Fla. 33014

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

  
Signature

Registered Agent & Incorporator

**FILED**  
97 DEC -8 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA