

P98000011537



ACCOUNT NO. : 072100000032

REFERENCE : 691738 7122013

AUTHORIZATION :

COST LIMIT *Return \$122,500*

ORDER DATE : February 3, 1998

ORDER TIME : 9:37 AM

ORDER NO. : 691738-005

CUSTOMER NO: 7122013

CUSTOMER: Terrance J. Mullin, Esq.
TERRANCE J. MULLIN, P.A.

300002419803--5

Penthouse 2
2655 Lejeune Road
Coral Gables, FL 33134

DOMESTIC FILING

NAME: THE IMPERIAL ROCK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

524.
W98-2460

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 9:27

RECEIVED
98 FEB -3 AM 9:27
DIVISION OF CORPORATIONS



**THE UNITED STATES
CORPORATION**
C O M P A N Y

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 9:27

ACCOUNT NO. : 072100000032

REFERENCE : 691738 7122013

AUTHORIZATION :

COST LIMIT : \$ 50.00

ORDER DATE : February 3, 1998

ORDER TIME : 9:42 AM

ORDER NO. : 691738-005

CUSTOMER NO: 7122013

CUSTOMER: Terrance J. Mullin, Esq.
TERRANCE J. MULLIN, P.A.

Penthouse 2
2655 Lejeune Road
Coral Gables, FL 33134

DOMESTIC FILING

NAME: THE IMPERIAL ROCK, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF DOMESTICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 9:27

February 3, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE IMPERIAL ROCK, INC.
Ref. Number: W98000002460

RESUBMIT

Please give original
submission date as file date.

We have received your document for THE IMPERIAL ROCK, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The filing fee for a Certificate of Domestication is \$172.50.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A0000611

RECEIVED
98 FEB -4 AM 10:49
DIVISION OF CORPORATIONS

CERTIFICATE OF DOMESTICATION
THE IMPERIAL ROCK INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 9:27

1. The Imperial Rock Inc. was incorporated in Panama on April 3, 1989.


2. The name of the corporation immediately prior to the filing of this Certificate was The Imperial Rock Inc.

3. The name of the corporation as set forth in its articles of incorporation filed in accordance with paragraph 2(b) of Section 607.1801 of the Florida Statutes is The Imperial Rock, Inc.

4. Panama is the jurisdiction that constituted the seat of the corporation prior to the filing of this Certificate of Domestication.

I hold a general power of attorney from The Imperial Rock Inc., and I hereby certify that the information set forth above is true and correct to the best of my knowledge and belief and that I am authorized to sign this Certificate of Domestication on behalf of the Corporation.

THE IMPERIAL ROCK INC.

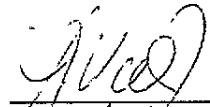
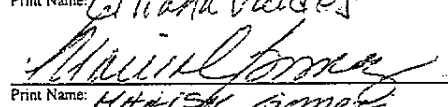
By: 
Robert L. Jamerson, Jr., as
Attorney-in-Fact pursuant
to power of attorney issued
November 21, 1997

GENERAL POWER OF ATTORNEY

THE IMPERIAL ROCK INC., a Panamanian corporation (the "Company"), has made, constituted and appointed, and by these presents does make, constitute and appoint ROBERT L. JAMERSON, JR., as its true and lawful attorney for itself and in its name, place and stead, to take or perform any and all acts deemed necessary or desirable by him for and on behalf of the Company (including, without limitation, the receipt and disbursement of funds; the negotiation, execution and delivery on behalf of the Company of any contracts of any nature, deeds or other conveyances of real and personal property, leases of real and personal property, mortgages, promissory notes, guaranties, security agreements, assignments, notices, filings, affidavits, closing statements or other instruments or documents deemed necessary or desirable by him; the sale and conveyance of any real or personal property owned by the Company; and the filing of U.S. tax returns and representation of the Company before any office of the U.S. Internal Revenue Service and any and all other tax authorities for any and all tax matters, including all types of tax for all years and periods), giving and granting unto said attorney full power and authority to do all and every act and thing whatsoever that the Company might or could do, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney or his substitute has done or shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this instrument has been executed on November 21, 1997.

Signed, sealed and delivered
in the presence of:

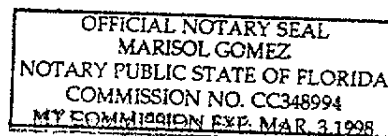

Print Name: Leticia Valdes

Print Name: MARISOL GOMEZ

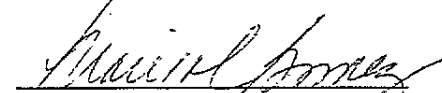
THE IMPERIAL ROCK INC.,
a Panamanian corporation

By: 
Boris M. Gamzukoff, Director

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on November 21, 1997, by Boris M. Gamzukoff, Director of THE IMPERIAL ROCK INC., a Panamanian corporation, on behalf of the corporation. He (check one) ☐ is personally known to me or ☐ has produced either a Florida driver license or French Passport as identification and did not take an oath.




Name: MARISOL GOMEZ
Notary Public
My commission expires: _____ (Seal)

ARTICLES OF INCORPORATION
OF
THE IMPERIAL ROCK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 9:27

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **THE IMPERIAL ROCK, INC.**

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

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

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Robert L. Jamerson, Jr., P.A.

ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is c/o Robert L. Jamerson, P.A., Esq., 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial director is as follows:

| | |
|--------------------|---|
| Boris M. Gamzukoff | c/o Robert L. Jamerson, Jr., P.A. 2655 LeJeune Road, Penthouse II Coral Gables, Florida 33134 |
|--------------------|---|

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Robert L. Jamerson, Jr., Esq., 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134.

ARTICLE IX

BY-LAWS

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

ARTICLE X

INDEMNIFICATION

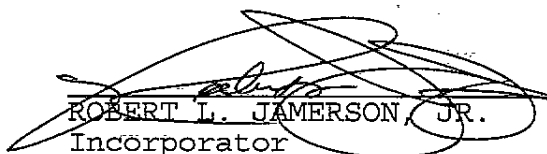
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

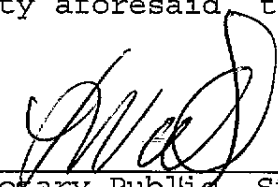
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of February, 1998.


ROBERT L. JAMERSON, JR.
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

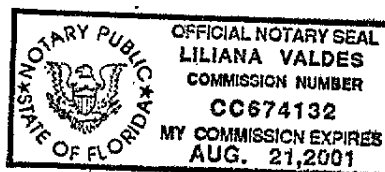
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ROBERT L. JAMERSON, JR.**, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of February, 1998.



Notary Public, State of
Florida
Print Name: Liliana Valdes
Commission No: _____

My commission expires:



CERTIFICATE OF REGISTERED AGENT OF

THE IMPERIAL ROCK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 9:27

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

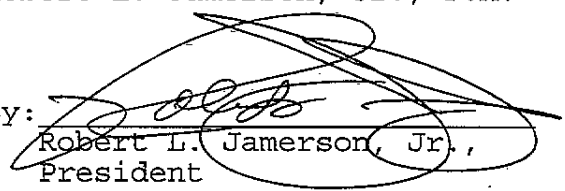
That **THE IMPERIAL ROCK, INC.**, desiring to organize under the laws of the State of Florida with its principal office in Coral Gables, Florida, has named Robert L. Jamerson, Jr., P.A., 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, Coral Gables, Florida 33134, County of Dade, agent to accept service of process within the State.

A C K N O W L E D G M E N T

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.

Dated this 2nd day of February, 1998.

Robert L. Jamerson, Jr., P.A.

By: 
Robert L. Jamerson, Jr.,
President