

# P98000032019

ROBISON, OWEN & COOK, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

RICHARD B. OWEN  
ALBERT R. COOK  
RICHARD L. ROBISON - RETIRED

5250 SO. U.S. HIGHWAY 17-92  
POST OFFICE BOX 180895  
CASSELBERRY, FLORIDA 32718-0895  
TELEPHONE (407) 830-4009  
FAX (407) 830-6538

April 2, 1998

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\*\*\*122.50 \*\*\*122.50

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Attention: Certification Section

RE: ASA INTERNATIONAL OF CENTRAL FLORIDA, INC.

Dear Sir or Madam:

Enclosed herewith please find two (2) counterparts of the Articles of Incorporation of the captioned corporation.

Additionally please find my check for \$122.50 in payment for the following:

a) Articles of Incorporation	35.00
b) Certified Copy	52.50
c) Designation of Resident Agent	35.00

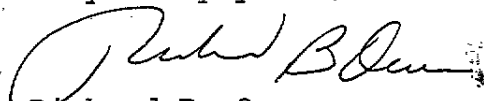
Total 122.50

for the above referenced corporation.

Please be kind enough to process this request as soon as possible and return the Certified copy of Articles of Incorporation in the enclosed return envelope.

Thank you for your anticipated assistance and good services.

Very truly yours,

  
Richard B. Owen

RBO/jac  
Encls.

EFFECTIVE DATE  
4-2-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -6 PM 3:16

4-7-98  
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**ARTICLES OF INCORPORATION**  
**OF**  
**ASA INTERNATIONAL OF CENTRAL FLORIDA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**Article 1. Name.** The name of the Corporation is: ASA INTERNATIONAL OF CENTRAL FLORIDA, INC., whose initial business address is 109 Orange Ridge Drive, Longwood, Florida 32779.

**Article 2. Duration** The duration of the Corporation is perpetual.

**Article 3. Purpose.** The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To engage in the import and export of transportation (air, land and sea) and heavy construction, equipment, related parts and supplies; together with maintenance and related services thereto.

EFFECTIVE DATE  
4-2-98

**Article 4. Capital Stock.** The aggregate number of shares which the Corporation is authorized to issue is 7000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

**Article 5. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 5250 S. Hwy 17-92, Casselberry, Florida 32707 and the name of the Registered Agent at that address is Richard B. Owen.

**Article 6. Initial Board of Directors.** The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

John Martin	109 Orange Ridge Drive Longwood, FL 32779
Jose Luis Prietso De Deus	C Cartagena 27 2A Madrid, Spain

**Article 7. Incorporator.** The name and address of each Incorporator is as follows:

John Martin	109 Orange Ridge Drive Longwood, FL 32779
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**Article 8. Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

**Article 9. Indemnification.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

**Article 10. Rights of Initial Directors.** Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

**Article 11. Bylaws.** The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

**Article 12. Commencement of Corporate Existence.** In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 2<sup>nd</sup> day of April, 1998.

  
\_\_\_\_\_  
JOHN MARTIN

STATE OF FLORIDA

COUNTY OF SEMINOLE

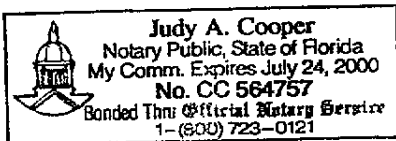
STATE OF FLORIDA

COUNTY OF SEMINOLE

FILED STATE  
SECRETARY OF CORPORATIONS  
98 APR -6 PM 3:17

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of April, 1998, by **JOHN MARTIN**, who is personally known to me or who has produced a Florida Driver's License as identification and who did take and oath.

WITNESS my hand and official seal this 2<sup>nd</sup> day of April, 1998.



Judy A. Cooper  
Notary Public  
My Commission Expires: 7/24/2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ASA INTERNATIONAL OF CENTRAL FLORIDA, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 2<sup>d</sup> day of April, 1998.

Richard B. Owen  
RICHARD B. OWEN, Registered Agent