

P980000558/6  
TRANSMITTAL LETTER

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

100002567311--1  
-06/22/98--01021--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Subject:** Toz Richards, Inc.

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

Filing Fees	\$35.00
Registered Agent Designation	<u>\$35.00</u>
Check # 1411 total	\$70.00

From: **Richard Montero**  
**4200 Aurora Street**  
**Suite N**  
**Coral Gables, Florida 33146**  
**305 / 441.2212**

FILED  
98 JUN 22 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mo-23-98

## ARTICLES OF INCORPORATION

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

### ARTICLE I

#### CORPORATE NAME

The name of the Corporation is **Toz Richards Inc.**

### ARTICLE II

#### Principal Office

The street address and county of the initial registered office of the corporation is

**4200 Aurora Street**

**Suite N**

**Coral Gables, Florida 33146**

**Dade County**

### ARTICLE III

#### SHARES

The number of shares of stock that the corporation is authorized to have outstanding at any one time shall be **100** shares, all of one class designated as common stock.

### ARTICLE IV

#### PROVISIONS

To the fullest extent permitted by Florida Business Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director. No amendment or repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

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## **ARTICLE V**

### **DURATION**

The duration of the Corporation shall be **Perpetual**.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is **two (2)**

The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation are as follows:

**Richard Montero Co Chairman**

**Mark Richards Inc.**

**4200 Aurora Street**

**Suite N**

**Coral Gable, Florida 33146**

**Tom Coppage - Co-Chairman**

**OST Design Inc.**

**4200 Aurora Street**

**Suite N**

**Coral Gable, Florida 33146**

## **ARTICLE VII**

### **PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida.

## **ARTICLE VII**

### **REGISTERED OFFICE/AGENT**

The street address of the Corporation's initial registered office in the State of Florida is

**4200 Aurora Street**

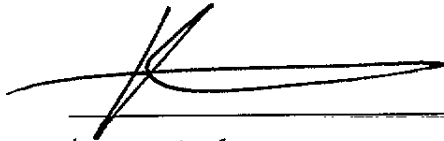
**Suite N**

**Coral Gables, Florida 33146**

and the name of its initial registered agent at such address is **Richard Montero**

The undersigned incorporators have executed these Articles of Incorporation on this, the

17th. day of June 1998



Incorporator 1

Richard Montero

Mark Richards, Inc.

Fl. Reg # P93000043278



Incorporator 2

Tom Coppage

O.S.T. Design, Inc.

Fl. Reg # L15370

**Certificate of Designation of  
Registered Agent/Registered Office**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 **Toz Richards Inc.**
2. The name and address of the registered agent and office is:

**Richard Montero  
4200 Aurora Street  
Suite N  
Coral Gables, Florida 33146**

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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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent



Richard Montero

6.17.98

Date