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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RANDELL INDUSTRIAL CORP
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate
Filing

Dmc
11-10-98

Examiner's Initials

ARTICLES OF INCORPORATION
OF
RANDELL INDUSTRIAL CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Randell Industrial Corp. and its address is 777 Arthur Godfrey Road, Fourth Floor, Miami Beach, Florida 33140.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this Corporation shall have the authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00). The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Elisa Misrahi, and her address is 777 Arthur Godfrey Road, Fourth Floor, Miami Beach, FL 33140.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of this Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Mark R. Rubin	777 Arthur Godfrey Road, Fourth Floor Miami Beach, FL 33140
Randall L. Rubin	11900 Biscayne Boulevard, Suite 502 Miami, FL 33181

ARTICLE VII - BYLAWS

The ByLaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

The name of the person signing these Articles is Mark R. Rubin and his address is 777 Arthur Godfrey Road, Fourth Floor, Miami Beach, FL 33140

ARTICLE X - AMENDMENT

This Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this Corporation may be modified or canceled by an affirmative vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of November, 1998.

A handwritten signature in black ink, appearing to read 'MR. RUBIN', is written over a horizontal line.

MARK R. RUBIN, Incorporator

**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: Randell Industrial Corp.

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

Elisa Misrahi

(NAME)

777 Arthur Godfrey Road, Fourth Floor
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami Beach, FL 33140

(CITY/STATE/ZIP)

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)

November 9, 1998
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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