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P98000095945

November 10, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002686264--5
-11/12/98--01101--006
****113.75 *****78.75

Dear Sir/Madam:

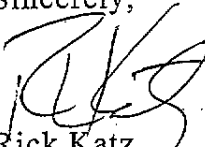
Enclosed please find for filing:

- 1) Articles of Dissolution of Terminator, Inc.(old)
- 2) Assignment of Corporate Name
- 3) Articles of Incorporation for Terminator, Inc. (new)

Also enclosed is a check for \$113.75 for the filing of the articles of dissolution and incorporation, designation of registered agent, and a certified copy of the certificate of incorporation. I am also enclosing an addressed, stamped Priority Mail return envelope for the certificate of incorporation.

Thank you for your prompt attention to this matter.

Sincerely,


Rick Katz

FILED
98 NOV 13 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Katz
GAVE
AUTHORIZATION BY PHONE TO
CORRECT modify assignment of corp name
DATE 11/13/98
DOES EXAM SD
effective date

SD
11/13

ASSIGNMENT OF CORPORATE NAME

THIS ASSIGNMENT is made this 28th day of August, 1998, by TERMINATOR, INC., ("Assignor") to Frank Gromling ("Assignee").

Assignor hereby assigns to Assignee all of Assignor's interest in the corporate name "Terminator, Inc.". The Florida Secretary of State is requested to issue a certificate of incorporation to a new corporation "Terminator, Inc." to be incorporated by Assignee. I have no intention of reinstating and release the name to the new entity for use.

IN WITNESS WHEREOF Assignor has executed this instrument.

Huey Manges

HUEY MANGES

Incorporator of Terminator, Inc.

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98 NOV 13 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida)

SS

County of Dade)

Sworn to and subscribed before me this 28 day of August, 1998 by Huey Manges, president of Terminator, Inc., who is the person named in the document requiring notarization and is personally known to me or provided his drivers license as identification.

Jennifer Ganary
NOTARY PUBLIC, State of Florida

Printed Name, Commission No. and Seal:



**ARTICLES OF INCORPORATION
FOR
TERMINATOR, INC.**

**ARTICLE ONE
NAME**

The name of this Corporation shall be:

Terminator, Inc.

**ARTICLE TWO
NATURE OF BUSINESS**

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

**ARTICLE THREE
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE FOUR
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

**ARTICLE FIVE
NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one (1) Director who is a citizen of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one (1) Director.

This document prepared by:

Richard L. Katz
Florida Bar No.: 206229
Law Offices Katz & Mestre
370 Minorca Avenue, Suite Six
Coral Gables, Florida 33134
(305) 443-6272

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX
CLASSES OF DIRECTORS

The Bylaws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN
AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- (a) Designation: The stock of this Corporation shall be known as Common Stock.
- (b) Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 1,000.
- (c) Par Value: Each share of Common Stock shall have the par value of: \$1.00.
- (d) Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor of services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- (e) Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at equal to the par value thereof, and shall be fully paid and non-assessable.
- (f) Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of the stockholders of the Corporation.
- (g) Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative holding.
- (h) Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- (i) Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this

Corporation remaining after payment of all corporate debts and obligations.


ARTICLE NINE
PRINCIPAL OFFICES OF CORPORATION

The principal offices of the corporation shall be 18050 Old Cutler Road, Miami, Florida 33157.

ARTICLE TEN
REGISTERED OFFICE AND REGISTERED AGENT

<u>NAME</u>	<u>ADDRESS</u>
Frank Gromling	18050 Old Cutler Road, Miami, Florida 33157

I **HEREBY AGREE** to act as Registered Agent for Terminator, Inc., and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


FRANK GROMLING
(Registered Agent)

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TALLAHASSEE, FLORIDA
STATE

**SOLE SUBSCRIBER AND INITIAL
DIRECTOR**

The undersigned individuals, competent to contract, execute these Articles of Incorporation as subscribers and initial directors. The undersigned individuals shall hold offices as directors until their successors have qualified, following their election or appointment.

Subscriber/Directors:	FRANK GROMLING
Street Address:	18050 Old Cutler Road Miami, Florida 33157

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

Dated: August 28, 1998

Frank Gromling
FRANK GROMLING

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared FRANK GROMLING, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, in the said County and State, this 28th day of August, 1998.

Albert Chin
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

