

TRANSMITTAL LETTER

P99000011874

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

FILED  
99 FEB -3 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT:

FORCE 1 Services Inc.

(Proposed corporate name - must include suffix)

700002763527--8  
-02/03/99--01053--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

JAMES BENNETT

Name (Printed or typed)

9500 SW 35 ST

Address

Miami FL 33165

City, State & Zip

(305) 226-8398

Daytime Telephone number

JAMES BENNETT GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT CORPORATION  
DATE 2-3-99  
DUI. EXAM CB

NOTE: Please provide the original and one copy of the articles.

CB 2-3-99

FILED  
99 FEB -3 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
Of**

FORCE 1 SERVICES INC.

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

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is FORCE 1 SERVICES INC.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

9500 SW 35 ST  
Miami, FL 33165

**ARTICLE III  
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of no par value.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

James Bennett  
9500 SW 35 St  
Miami, FL 33165

**ARTICLE V  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state. "The foregoing purposes and activities will be interpreted as examples only and not as limitations. Nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives."

**ARTICLE VI  
DIVISION OF SHARES**

Sandra Bennett PVTs    One Hundred (100) Shares

**ARTICLE VII  
DIRECTORS**

The names, titles and residence addresses of the persons constituting the initial board of directors are:

Sandra Bennett PVTs  
9500 SW 35 ST  
Miami, FL 33165

**ARTICLE VIII  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages. For breach of any duty owed to the corporation or its shareholders except that a director may be held personally liable. For, (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith, or which involve intentional misconduct, which knowing is a violation of the law. (iii) Declaration of unlawful dividends or unlawful stock repurchases or redemption's, or (iv) a transaction, from which the director derives an improper personal benefit. Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE IX OTHER PROVISIONS**

Director or Officer Interest: In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation, or any director or officer of this corporation individually. Shall be affected by the fact that any director or officer of this corporation is individually, a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty- (30) day period. The shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal: The corporation shall have a corporate seal.

Execution of Written Instruments: All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. The President or Vice-President may execute all other instruments executed by the corporation, including a release of mortgage or lien. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

FILED  
99 FEB --3 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Sandra Bennett  
Sandra Bennett, Incorporator  
9500 SW 35 St  
Miami, FL 33165

2-1-99  
Date

*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*

James Bennett  
Signature/Registered Agent

2-1-99  
Date