

P990000018259

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H99000004598 1)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 FEB 25 PM 2:17

FILED

**FLORIDA PROFIT CORPORATION OR P.A.**

**SIMCO INTERNATIONAL, INC**

Certificate of Status	0
Certified Copy	1
Page Count	06 (7)
Estimated Charge	\$78.75

BM 2/25/99



## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 25, 1999

EMPIRE

SUBJECT: SIMCO INTERNATIONAL, INC.  
REF: W99000004724

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE NAME CONFLICT IS SIMCO INTERNATIONAL, INC.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document SpecialistFAX Aud. #: H99000004598  
Letter Number: 099A00008760

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H99000004598

**ARTICLES OF INCORPORATION OF**

**SIMCO ENTERPRISES, INC.**

**ARTICLE I NAME**

The name of this corporation is **SIMCO ENTERPRISES, INC.**

**ARTICLE II DURATION**

This corporation will have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III NATURE OF BUSINESS**

This corporation may engage in any activity or business allowed under the laws of the United states and of this State.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which will be designated "Common Shares."

**ARTICLE V PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation will have the right to purchase his prorata shares of it (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:

CARLOS MACEDO, ACCOUNTANT  
C&S INTERNATIONAL, INC.  
8870 SW 40 ST. #3  
MIAMI, FL 33165  
TEL.: (305) 553-2229

FILED  
99 FEB 25 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H99000004598

H99000004598

**ARTICLE VI**

**LOCATION**

The Street, Address, City, County and State in which the principal offices of the corporation are to be at, 308 Loon Ave. Sebring, Fl. 33812. The Board of Directors may from time to time designate other address and place for the principal office of this corporation as it may see fit.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

This corporation will have TWO (2) Directors initially. The number of Directors may be increased or diminished from time to time according to Bylaws adopted by the stockholders. The name and addresses of the initial Boards of Directors of this corporation are:

NAME	ADDRESS
Manuel Ogando President/ Secretary	308 Loon Ave. Sebring, Fl. 33812
Scott McCurdy Executive VP Treasurer	308 Loon Ave. Sebring, Fl. 33812

**ARTICLE VIII**

**SUBSCRIBERS**

The name and street address and the number of shares of stock subscribed to by the person signing these Articles of Incorporation is:

NAME	ADDRESS	NO OF SHARES
Manuel Ogando President / Secretary	308 Loon Ave. Sebring, Fl. 33812	50 %
Scott McCurdy Vice-President	308 Loon Ave. Sebring, Fl. 33812	50 %

H99000004598

H99000004598

**ARTICLE IX                      AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE X                      LIMITATIONS ON CORPORATE STOCK**

1. No shareholder can enter a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he will sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

**ARTICLE XI                      INDEMNIFICATION**

The corporation will indemnify any officer or director, to the full extent allowed by law.

**ARTICLE XII                      DISSOLUTION**

The corporation may be dissolved any time on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On a dissolution the corporate property and assets will, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

H99000004598

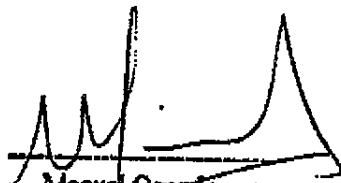
H99000004598

**ARTICLE XIII**

**INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered office of this corporation is 8870-3 SW 40th Street, Miami, FL. 33165 and the name of the initial registered agent of this corporation at that address is Carlos Macedo

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named, for forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 18<sup>th</sup> Day of January 1999.

  
Manuel Ogando  
President / Secretary

  
Scott McCurdy  
Executive VP. / Treasurer

H99000004598

499000004598

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**


In a pursuance to the provisions of sections 607.0501 or 617.0501, Florida Statutes.

1. - The undersigned corporation, **SIMCO ENTERPRISES, INC.** Desiring to organized under the laws of the State of Florida, with its principal office located at, 308 Loon Ave. Sebring, Fl, 33812, Highland County, State of Florida, 33812, as indicated in the Articles of Incorporation.

2. - Has named Mr. Carlos Macedo, located at 3870-3 SW 40th Street, City of Miami, County of Dade, State of Florida, 33165 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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 appoint 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.



Carlos Macedo

Date: 2/20/99

**FILED**  
 99 FEB 25 PM 2:17  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

499000004598