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TRANSMITTAL LETTER

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

FILED
99 APR 21 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Intercon, Inc.
(Proposed corporate name - must include suffix)

700002787537--9
--02/25/99--01078--002
*****70.00 *****70.00

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: JEFFREY M. SUSKIND Esq.
Name (Printed or typed)

2730 South Ocean Blvd.
Address

Palm Beach, FL 33480
City, State & Zip

561-582-2511
Daytime Telephone number

W99-4903

APR 21 1999

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

SHARON



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 1999

JEFFREY M. SISKIND, ESQ.
2730 S. OCEAN BLVD
PALM BEACH, FL 33480

SUBJECT: INTERCON, INC.
Ref. Number: W99000004903

We have received your document for INTERCON, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 799A00009105

Jeffrey M. Siskind, Esquire

2730 South Ocean Boulevard

Palm Beach, FL 33480

Phone (561)582-2511

Fax (561)588-9069

April 18, 1999

Ms. Sharon Davis
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Ref. No. W99000004903

Dear Ms. Davis:

Enclosed please find a replacement articles for "Florida Intercon, Inc." Please contact me if this name is unacceptable.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeffrey M. Siskind", is written over a large, light-colored oval shape. The signature is fluid and cursive.

Jeffrey M. Siskind

ARTICLES OF INCORPORATION

OF

FLORIDA INTERCON, INC.

FILED
99 APR 21 PM 2:46
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of Florida Statutes and all acts amendatory thereto.

ARTICLE I.

NAME

The name of the corporation shall be:

FLORIDA INTERCON, INC.

ARTICLE II.

PURPOSES

The general nature of the business or businesses to be transacted by said corporation shall be:

- (1) To buy, sell, deal in, lease, hold, subdivide, improve and develop real estate; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to engage in, conduct and carry on any business or undertaking for the improvement of property owned by the corporation or in which it may have an interest. To build, purchase, take, receive, lease or otherwise acquire, own, hold, use, maintain, alter, repair and improve, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of buildings, structures, works and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve, maintain, lease, sublease, sell, convey, exchange, and transfer space, offices, rooms, suites and apartments; and to manufacture, purchase, or otherwise acquire, own, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease or otherwise dispose of fixtures, improvements and furnishings, of all kinds and any articles, materials,

machinery, equipment and property used for or in connection with any business or property of the corporation.

- (2) To undertake and aid any enterprise and carry out any transactions whatsoever that may be lawfully undertaken and carried out in a general financial business and general financial operations of all kinds so far as the same are not prohibited by the laws of the State of Florida against the exercise of banking powers by corporations; to lend money and to take notes, open accounts, or other similar evidences of debt as collateral security therefor and to give credit, lend and advance money to such persons, corporations, partnerships, trust companies, or associations as may be deemed advisable by this corporation; and upon such terms and security as may seem expedient to this corporation.
- (3) To buy or otherwise acquire, sell, produce, manufacture and dispose of all kinds of raw or finished materials, merchandise, commodities, machinery, tools and products.
- (4) To engage generally in any form of manufacturing or mercantile enterprise not contrary to law.
- (5) To acquire or rent, lease, improve and convey lands and lands under water and riparian, dock and maritime rights, to construct docks, dry docks, wharves, piers, basins, derricks, elevators, warehouses, manufactories, stores, shops, tracts and other structures thereon, and to rent, lease and convey the same, to buy, sell, store, manufacture, import and export merchandise, machinery products, and to build, own, repair and charter ships and vessels, afford them dockage, to commission, own, buy and sell such ships and vessels and generally to carry on a land improvement, real estate, dock shipping and merchandise business.
- (6) To purchase and sell and hold mortgages and leases of all kinds, character, nature and description, whether within the United States or outside of the United States, and in any country which may be convenient, in the transaction of business for this corporation.
- (7) To carry on business as stevedores and in connection therewith to buy and sell trucks, wheelbarrows, holsting machinery, apparatus, donkey-engines and all other appliances and equipment, useful or convenient to the proper transaction of the business of stevedores.
- (8) To carry on the business of cold storage and warehousing and all the business necessarily or impliedly incidental thereto; and to further carry on the business of general warehousing in all its several branches, to construct, hire, purchase, operate and maintain all or any conveyances for the transportation of cold storage or otherwise by land or by water of any and all products, goods, or manufactured

articles; to issue certificates and warrants, negotiable or otherwise, to persons warehousing goods with the company, and to make advances or loans upon the security of such goods or otherwise; to manufacture, sell and trade in all goods usually dealt in by warehousemen; to construct, purchase, take on lease or otherwise acquire any wharf, pier, dock, or works capable of being advantageously used in connection with the shipping and carrying on of other business of the company; and generally to carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by warehousemen, including freight forwarding, and any other business which may from time to time seem to the directors capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's properties or rights.

- (9) To manage the maintenance, operation, upkeep and otherwise engage in all management functions of real property not owned by this corporation under contractual arrangements with the owners or lawful occupants of such property.

To act as agent or representative of corporations, firms and individuals.

To carry on any or all business as manufacturers, producers, merchants, wholesale and retail importers and exporters generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell and otherwise deal in any materials, articles or things required in connection with or incidental to the manufacture and production of and dealing in cotton and linen goods.

To make and enter into all kinds of contract, agreements and obligations by or with any person or persons, corporation or corporations for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom, or incidental therein, and any and all acts proper or necessary for the purposes of the business.

To carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors, importers and manufacturers' agent, and in the course of such business to draw, accept, endorse, acquire, and sell all or any negotiable or transferable instruments and securities.

To do a general commission merchant's and selling agent's business; to buy, sell and otherwise dispose of, hold, own, manufacture, produce, export and import, and deal in, either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to the amount; to make and enter into

all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, manufacturing, repairing and selling and dealing in of any articles or personal property of any kind or nature whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

- (10) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgages, pledge, or otherwise, unsecured, for money borrowed, or in payment for property purchased or acquired, or any other lawful objects.
- (11) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or Government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
- (12) To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.
- (13) To purchase, or otherwise acquire, directly and/or through ownership of stock in any corporation all or any part of the business, good will, rights, property, and assets of all kinds, of any corporation, association, partnership or individual, and to pay for the same in cash, with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; or to conduct in any lawful manner, the whole or any part of the business so acquired, provided that such business is within the authorization of the said Florida Statutes and any acts amendatory thereto, and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

Without in any particular limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have power in carrying on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects

hereinabove mentioned, and to make and perform contracts of any kind and description and do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the Acts hereinabove referred to, and which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law. But it is expressly provided that nothing in these Articles of Incorporation contained shall confer upon the corporation any power requiring the exercise of the right of eminent domain.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but, in no event, shall be less than One Dollar (\$1.00) per share.

ARTICLE IV.

MINIMUM CAPITAL

The corporation shall begin business with not less than the sum of Five Hundred Dollars (\$500.00).

ARTICLE V.

TERM

This corporation shall have perpetual existence.

ARTICLE VI.

ADDRESS

The post office address of the principal office of this corporation shall be located at 1690 N.W. Madrid Way, Boca Raton, Florida 33433. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII.

DIRECTORS

This corporation shall have not less than one (1) director and not more than four (4) directors, as set forth in the By-Laws.

The names and post office addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of Florida, shall hold office until their successors have been elected and qualified, are:

Ralph Battaglia
1690 N.W. Madrid Way
Boca Raton, Florida 33433

ARTICLE VIII.

SUBSCRIBER & REGISTERED AGENT

The name and post office address of the subscriber to these Articles of Incorporation, who shall also serve as Registered Agent for the Corporation until further notification is as follows:

Jeffrey M. Siskind, Esquire
2730 South Ocean Boulevard
Palm Beach, Florida 33480

ARTICLE IX

CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be effected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum, at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE X

SPECIAL PROVISIO

Any action by the directors of this corporation, which is within their power, taken at a meeting of such directors, shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a Waiver of Notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

Any action by the shareholders of this corporation, which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a Waiver of Notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-laws, by that vote.

ARTICLE XI

AMENDMENT

These Articles may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by a vote of shareholders owning at least a majority of the issued and outstanding shares entitled to vote thereon, unless all of the directors and all of the shareholders of this corporation shall sign a written statement manifesting their intention and consent that a certain amendment to these Articles of Incorporation be enacted, in which case such amendment shall be fully effective for all purposes when filed with the Secretary of State, as required by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Palm Beach, Palm Beach
County, Florida this 16th day of April, 1999.



JEFFREY M. SISKIND (SEAL)

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

The undersigned, having been designated Registered Agent of the above named corporation,
hereby accepts the responsibilities thereof until further notice by the undersigned.



JEFFREY M. SISKIND

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 APR 21 PM 2:46

FILED