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TRANSMITTAL LETTER

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

200002910262--9  
-06/21/99--01074--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ADH Wood Working, Inc.  
(Proposed corporate name - must include suffix)

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

ADDITIONAL COPY REQUIRED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 21 PM 12:07

FILED

FROM: Jose D. Laverde, CPA  
Name (Printed or typed)

3347 NE 32nd Street  
Address

Fort Lauderdale, FL 33308.  
City, State & Zip

954-563-7916.  
Daytime Telephone number

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

TSC/22/99

**ARTICLES OF INCORPORATION**  
Of  
**ADH WOOD WORKING, INC.**

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

**ARTICLE I**

**NAME**

The name of the corporation is ADH WOOD WORKING, INC.

**ARTICLE II**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III**

**INCORPORATION**

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE IV**

**PURPOSES**

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE V**

**AUTHORIZED SHARES**

The aggregate number of authorized shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock each having no par value.

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TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**INDEMNIFICATION OF DIRECTORS,**  
**OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

Section 1. The corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Any repeal or modification of any provision of this article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Indemnification hereunder and under the bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

**ARTICLE VII**  
**REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this corporation in the State of Florida is 3347 NE 32<sup>nd</sup> Street, Suite A, Fort Lauderdale, Florida 33308.

The name of the initial registered agent at such address is JOSE D. LAVERDE.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) members.  
The initial Directors and their addresses are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
David Olvera, Chairman	6141 SW 4 <sup>th</sup> Street Margate, FL 33068
Humberto Arbelaez	3247 Coral Lake Dr. Coral Springs, FL 33065
Luis A. Nistal	2601 NW 62 Terrace Margate, FL 33063

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator is:

**NAME**

**ADDRESS**

Jose D. Laverde

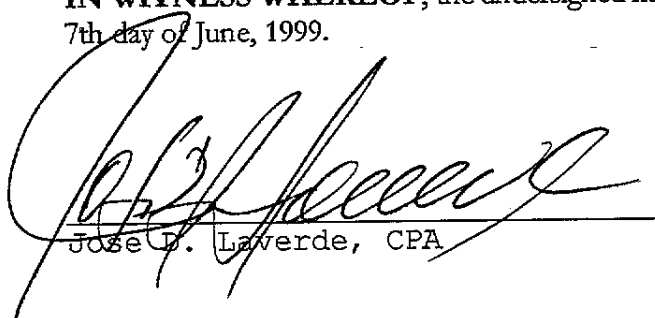
3347 NE 32<sup>nd</sup> Street Suite A  
Fort Lauderdale, FL 33308

**ARTICLE X**  
**MAILING ADDRESS**

The initial mailing address of the Corporation shall be:

1773 Blount RD  
Bay 310  
Pompano Beach, FL 33069

**IN WITNESS WHEREOF**, the undersigned has executed this Articles of Incorporation this  
7th day of June, 1999.

  
\_\_\_\_\_  
Jose D. Laverde, CPA

CERTIFICATE OF DESIGNATION

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.

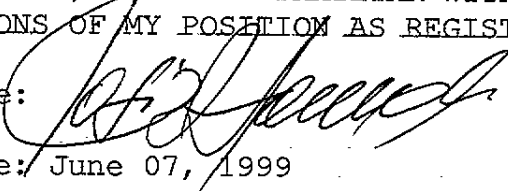
1. The name of the corporation is ADH Wood Working, Inc.
2. The name and address of the Registered Agent and office is:

Jose D. Laverde  
3347 NE 32<sup>nd</sup> Street, Suite A  
Fort Lauderdale, FL 33308

Signature:  President

Date: June 07, 1999

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: 

Date: June 07, 1999

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99 JUN 21 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## STOCKHOLDERS' AGREEMENT

THIS AGREEMENT dated this 7<sup>th</sup> day of June, 1999, by and between **HUMBERTO ARBELAEZ** ("ARBELAEZ"), **LUIS NISTAL** ("NISTAL"), AND **DAVID OLVERA** ("OLVERA") (all hereinafter sometimes referred to individually as the "Stockholder" and collectively as the "Stockholders", and **ADH Wood Working Inc.**, a Florida corporation (hereinafter referred to as the "Corporation").

### RECITALS:

A. The stockholders own or intend to own all of the issued and outstanding capital stock (hereinafter referred to as the "Stock") of the Corporation as follows:

<u>Names</u>	<u>Number of Shares</u>
Humberto Arbelaez	33 1/3 %
Luis Nistal	33 1/3 %
David Olvera	33 1/3

B. The stockholders believe it to be in their best interests to provide for the continuity of management and policies of the Corporation by imposing certain restrictions and obligations on themselves and the stock.

NOW, THEREFORE, in connection with the mutual covenants and agreements herein contained, the sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

### ARTICLE I Incorporation Recitals

The foregoing recitals are true and are incorporated herein by reference.

### ARTICLE II Restrictions on Stock

- 2.1 No stockholder shall at any time, directly or indirectly, sell, assign, transfer, mortgage, encumber, pledge, or otherwise deal with or dispose of all or any part of the shares of stock or any interest therein now owned and hereafter acquired by him, without first obtaining the written consent of the other Stockholders, or, in the absence of such written consent, without first complying with the terms and conditions of this agreement.
- 2.2 Each stockholder hereby agrees that the bylaws and articles of the Corporation, if applicable, shall at all times require the minimum affirmative vote of fifty-one (51%) percent of the issued and outstanding shares to constitute the action of the

corporation and the signature of no fewer than two officers of the Corporation for any and all checks.

- 2.3 In order to initially capitalize the Corporation, the stockholders agree to contribute to the Corporation the sum of Three Thousand (\$3,000.00) Dollars. Payments will be made as follows and in the following manner:

Humberto Arbelaez	\$1,000.00
Luis A. Nistal	\$1,000.00
David Olvera	\$1,000.00

### **ARTICLE III Purchase Price**

- 3.1 The purchase price per share of stock shall be two times the yearly gross sales of the Corporation (as hereinafter defined), divided by the total number of shares of stock outstanding.
- 3.1.1. Gross Sales. In determining the yearly gross sales of the Corporation, the year will commence on January 1st and end on December 31st. With respect to the period commencing on the date of incorporation of the Corporation and ending on December 31, 1999, the gross sales for such period will be annualized by dividing the total sales figure by the number of days the Corporation was in operation, and then annualizing the resulting number by multiplying it by 365.
- 3.1.2. Determination by CPA. The determination of gross sales shall be made by the certified public accountant retained by or used by the Corporation as of the date of receipt of the said Offer to sale by the other Stockholder or as of the date of death of a stockholder, as the case may be. However, if not such certified public accountant exist, the purchaser shall select a certified public accountant who shall perform the necessary work.
- 3.1.3. Conclusiveness of Determinations. The determination of the accountant, unless patently erroneous, shall be conclusive on all parties. The fees and charges of the certified public accountant for making such determination shall be borne equally by the purchaser or purchasers and the selling stockholder or the estate of the deceased stockholder, as the case may be.

### **Article IV Miscellaneous**

- 4.1 This agreement shall be binding upon the parties, their heirs, personal representatives, successors and assigns.

- 4.2 Each stockholder agrees to vote all of his shares in such a manner as to cause the insertion of appropriate provisions in the Articles of Incorporation and By-laws in order to implement the provisions of this agreement.
- 4.3 This agreement contains the entire agreement of the parties with respect to the subject matter and no amendment, modification, or waiver of any provision hereof shall be valid unless in writing and signed by all of the stockholders.

IN WITNESS WHEREOF, the parties have set their hands and seals the day and year first above written.

**ADH WOOD WORKING, INC.**  
A Florida Corporation

BY: DAVID OLVERA  
David Olvera, President

DAVID OLVERA  
David Olvera, individually

Humberto Arbelaez  
Humberto Arbelaez, Secretary

Humberto Arbelaez  
Humberto Arbelaez, individually

Luis A. Nistal  
Luis A. Nistal, individually