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July 13, 1999

**EMPIRE** 

MIAMI, FL

SUBJECT: ASF ENTERPRISES, INC.

Ref. Number: W99000016028

We have received your document for ASF ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

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.

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) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 399A00035944

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DO DOV COOF Tollohoggoo Florida 32314

# ARTICLES OF INCORPORATION FOR ASF SERVICES, INC.

The undersigned, a natural person, does hereby form a corporation under the Florida General Corporation Act, and other laws of the State of Florida.

## ARTICLE ONE

The name of the Corporation is ASF SERVICES, INC.

# ARTICLE TWO

Subject to the laws of the State of Florida regarding Corporations, the Corporation may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a Corporation organized under and existing by virtue of the laws of the State of Florida.

#### **ARTICLE THREE**

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$.01 per share.

#### ARTICLE FOUR

The existence of the Corporation shall be perpetual.

#### ARTICLE FIVE

The street address of the principal office of the Corporation is 2670 NE 215<sup>th</sup> Street, Miami, Florida 33180, and the street address of the Corporation's initial registered office is 2670 NE 215<sup>th</sup> Street, Miami, Florida 33180, and the initial Registered Agent at that address is Alan R. Hecht.

Prepared by: Alan R. Hecht, Esq., 2670 N.E. 215 St., Miami, FL 33180, (305) 933-1441, FI Bar #186813

Page 2 of 4 of the Articles of Incorporation for ASF SERVICES, INC.

#### **ARTICLE SIX**

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than seven.

#### **ARTICLE SEVEN**

The name of the members of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until such person's successor is elected and has qualified is:

NAME ADDRESS

Ava S. Fuchs 2670 NE 215<sup>th</sup> Street Miami, Florida 33180

#### **ARTICLE EIGHT**

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

#### **ARTICLE NINE**

A Director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

#### ARTICLE TEN

The name and street address of the person signing these articles is:

NAME ADDRESS

Ava S. Fuchs 2670 N.E. 215 Street Miami, Florida 33180

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Page 3 of 4 of the Articles of Incorporation for ASF SERVICES, INC.

#### ARTICLE ELEVEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

## ARTICLE TWELVE

The initial By-Laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

**EXECUTED** at Miami, Dade County, Florida, this <u>13</u> day of July, 1999.

Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)
The foregoing instrument was acknowledged before me this 13 day of July, 1999, by AVAS. FUCHS, who is V personally known to me as the person described in and who executed the foregoing or who has produced as identification, and who did V, did not, take an oath.
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Aventura, Florida, the day and year first written above.

(Printed Name of Notary) OFFICIAL NOTARY SEAL

Serial Number of Notanypublic STATE OF FLORIDA Notary Public, State SPFIGGEN NO. CC832874
My Commission EXP. MAY 21,2003
My Commission Expires:

, Page 4 of 4 of the Articles of Incorporation for ASF SERVICES, INC.

# CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

# **DESIGNATION**

**ASF SERVICES, INC.**, desiring to organize under the laws of the State of Florida, hereby designates Alan R. Hecht, as it's Registered Agent and 2670 NE 215<sup>th</sup> Street, Miami, Florida 33180 as its registered office.

# **ACCEPTANCE**

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

Alan R. Hecht

(REGISTERED AGENT)