

P9900079251

8/24/99

Requester's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

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-08/25/99--01011--023
*****78.75 *****78.75

CORPORATION(S) NAME

A & M Transfer, Inc.

FILED
89 SEP - 7 PM 1:08
STATE OF FLORIDA
TALLAHASSEE



Empire Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Will Wait | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

RECEIVED
99 AUG 25 AM 9:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

UP
2-25



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 27, 1999

EMPIRE

MIAMI, FL

SUBJECT: A & M TRANSFER, INC.
Ref. Number: W99000019676

We have received your document for A & M TRANSFER, INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

YOU CORRECTED ARTICLE IV ON COPY, BUT NOT THE ORIGINAL.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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: 399A00043013

FILED
99 SEP -7 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FL 32305

ARTICLES OF INCORPORATION
of
A & M TRANSFER, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is A & M TRANSFER, INC..

ARTICLE II
INITIAL PRINCIPAL OFFICE

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

2097 SPAFFORD AVE.
WEST PALM BEACH, FL 33409

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

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:

JOSEF Akiva
A & M TRANSFER, INC.

Initials: AA JA

2097 SPAFFORD AVE.
PALM BEACH County
WEST PALM BEACH, FL 33409

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

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

ANNETTE AKIVA
2097 SPAFFORD AVE.
WEST PALM BEACH, FL 33409

JOSEF AKIVA
2097 SPAFFORD AVE.
W. PALM BEACH, FL 33409

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII 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 or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, 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 VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

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 and 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, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

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. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or

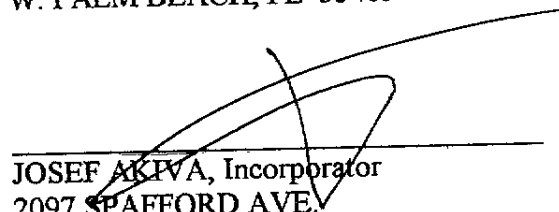
Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

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.



ANNETTE AKIVA, Incorporator
2097 SPAFFORD AVE.
W. PALM BEACH, FL 33409



JOSEF AKIVA, Incorporator
2097 SPAFFORD AVE.
W. PALM BEACH, FL 33409

**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.

First that A & M TRANSFER, INC.

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the articles of incorporation has

named JOSEF AKIVA

located at 2097 SPAFFORD AVE.

City of W. PALM BEACH County of PALM BEACH State of Florida,

as its agent to accept service of process within this state.

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 _____

Registered Agent

99 SEP -7 PM 1:08

FILED