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September 22, 1999

100002997601--5  
-09/27/99-01097-020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Department of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Commercial Carts USA, Inc.

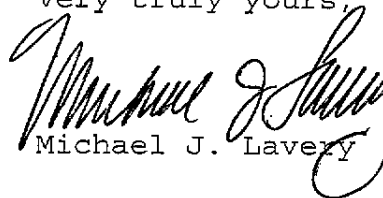
Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for the above-named corporation, along with our firm check in the amount of \$78.75 payable to the State of Florida, Department of Corporations.

Please file the Articles of Incorporation and return a certified copy to this office in the enclosed, self-addressed envelope.

Thank you for your time and consideration in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Michael J. Lavery

cc: Pernell Thomas (w/encl.)  
Enclosures  
MJL:ss

FILED  
99 SEP 27 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/30/99 T.B.

**ARTICLES OF INCORPORATION**  
**OF**  
**COMMERCIAL CARTS USA, INC.**

FILED  
99 SEP 27 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**Article I - Name**

The name of this corporation is:

**COMMERCIAL CARTS USA, INC.**

**Article II - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**Article III - Capital Stock**

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of common stock, consisting of one class, and having a par value of \$1.00.

**Article IV - Preemptive Right**

The shareholders of this cooperation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share ( as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

**Article V - Principal Office**  
**Mailing Address of Corporation**

The principal office and mailing address of this Corporation is:

4600 North Ocean Boulevard  
Suite 201  
Boynton Beach, Florida 33435

**Article VI - Initial Registered  
Office and Agent**

The initial registered agent and the street address of the initial registered office of this corporation in the State of Florida is:

Michael J. Lavery  
4600 North Ocean Boulevard  
Suite 201  
Boynton Beach, Florida 33435

**Article VII - Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Pernell Thomas	243 S.W. 14 <sup>th</sup> Avenue Delray Beach, FL 33444

**Article VIII - Incorporator**

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Lavery	4600 North Ocean Boulevard Suite 201 Boynton Beach, Florida 33435

**Article IX - Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

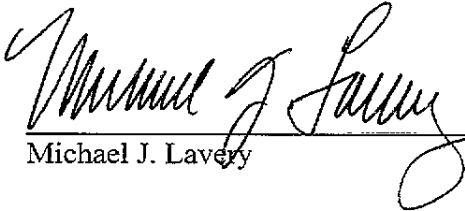
**Article X - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**Article XI - Indemnification**

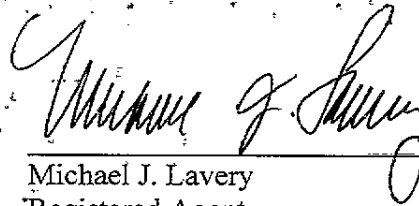
This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed, in good faith within the scope of his/her duties on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on September 23, 1999.

  
\_\_\_\_\_  
Michael J. Lavery

**Acceptance of Designation as Registered Agent**

The undersigned, named as the Registered Agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.



Michael J. Lavery  
Registered Agent