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2003 JUN 13 PM 12:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

6/13/03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Baldwin Enterprises Inc

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2003 JUN 13 PM 12:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Signature _____

Requested by: SW 6/5

Name _____

Date _____

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Walk-In _____

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

☒ Annual Report / Reinstatement _____

_____ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 6, 2003

CAPITAL CONNECTION INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: BALDWIN ENTERPRISES, INC.
Ref. Number: W03000016290

FILED
2003 JUN 13 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA
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JUN 13 AM 9:27
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

We have received your document for BALDWIN ENTERPRISES, INC. and your check(s) totaling \$78.75. 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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 903A00035641

Corrected

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2003 JUN 13 PM 12:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
PRO-SPARKLE ENTERPRISES, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be. **Pro-Sparkle Enterprises, Inc.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7500 shares and shall have a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued

shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

WALTER SULLIVAN
P.O. Box 970043
Coconut Creek, FL 33097

ARTICLE IX

The initial registered agent of the corporation is: WALTER SULLIVAN. The street address of the corporation's initial registered office is: 4453 N.W. 65th Street, Coconut Creek, FL 33073.

ARTICLE X

The principal place of business and mailing address of this corporation shall be:

Place of Business:
4453 N.W. 65th Street
Coconut Creek, FL 33073

Mailing Address:
P.O. Box 970043
Coconut Creek, FL 33097

ARTICLE XI

The names and addresses of the incorporators to these Articles of Incorporation are:

WALTER SULLIVAN
P.O. Box 970043
Coconut Creek, FL 33097

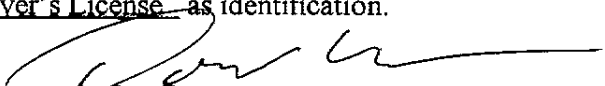
The undersigned incorporator has executed these Articles of Incorporation this 30th day of May, 2003.



WALTER SULLIVAN, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 30th day of May, 2003, by WALTER SULLIVAN, who has produced Driver's License as identification.



Darlene Wilson

Notary Public/State of Florida at Large

My Commission Expires:

(SEAL)

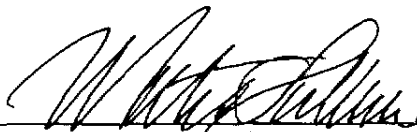


Darlene Wilson
MY COMMISSION # DD179795 EXPIRES
January 23, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **Pro-Sparkle Enterprises, Inc.** which is contained in the foregoing Articles of Incorporation.

DATED this _____ day of May, 2003.



WALTER SULLIVAN, Registered Agent

C:\p\CLIENTS\A-B\BALDWIN ENTERPRISES, INC\Articles of Incorporation.wpd ♦ May 27, 2003

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