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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

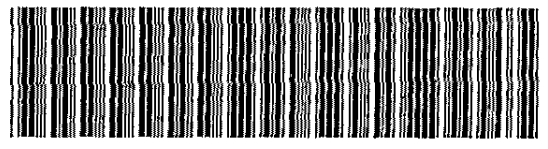
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-27-04

LAW OFFICES
BROOKMYER, HOCHMAN, PROBST & NADEAU, P.A.
GARDENS PLAZA
3300 PGA BOULEVARD, SUITE 500
PALM BEACH GARDENS, FLORIDA 33410
TELEPHONE (561) 624-2110
FACSIMILE (561) 624-2425
EMAIL dan@probstlaw.com

STUART
BY APPOINTMENT ONLY
TELEPHONE (772) 223-4030

GARY BROOKMYER
ELLIOT F. HOCHMAN
DANIEL J. PROBST
Board Certified
Wills, Trusts, and Estates
Master of Laws in Taxation
DONNA NADEAU ADAMS

September 22, 2004

Florida Department of State
Attn: Dorine Martin
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Eggert & Company, Inc.
Ref. No.: W04000033986

Dear Ms. Martin:

I write with regard to your letter dated September 10, 2004 and in furtherance of our conversation of September 21, 2004. I have corrected the corporate formation date to reflect the appropriate date which relates back to the original organization date in the state of New York. In addition, I write to inform you that there is a reason for the discrepancy between item number 2 and item number 5 on the Certificate of Domestication. This entity was originally formed in the state of New York. The organization then transferred its situs from New York to the state of Vermont. This is the reason for the discrepancy between item number 2 and item number 5. As discussed, you indicated that my written communication to you in the form of this letter would be sufficient to provide for the acceptance of this Certificate of Domestication and the filing of these documents. Accordingly, I ask that you see that these items are filed now that I have made the correction to the Articles of Incorporation.

I appreciate your assistance and attention in this regard. If you should have any questions, please do not hesitate to contact me.

Sincerely,



Daniel J. Probst

DJP/m
Enclosure
cc: Richard Eggert



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 10, 2004

DANIEL J. PROBST, ESQ.
BROOKMYER, HOCHMAN, PROBST & NADEAU, P.A.
3300 PGA BOULEVARD - SUITE 500
PALM BEACH GARDENS, FL 33410

SUBJECT: EGGERT & COMPANY, INC.
Ref. Number: W04000033986

SEP 10 2004
CORPORATION DIVISION

04 SEP 27 AM 10:52

RECEIVED

We have received your document for EGGERT & COMPANY, INC. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be the date on which the corporation was first formed. Number two (2) and number five (5) must be consistent.

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) 245-6965.

Dorine Martin
Document Specialist
New Filings Section

Letter Number: 804A00054316

CERTIFICATE OF DOMESTICATION

The Undersigned, **RICHARD EGGERT**, President, of **EGGERT & COMPANY, INC.**, a foreign Corporation, in accordance with Florida Statues, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was **August 18, 1986**.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was **New York**.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **EGGERT & COMPANY, INC.**
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss.607.0202 and 607.0401 with this certificate is **EGGERT & COMPANY, INC.**
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was **the state of Vermont**.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am **RICHARD EGGERT** of **3991 SE Fairway West, Stuart, Florida 34997** and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 26 day of AUGUST, 2004.


RICHARD EGGERT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EGGERT & COMPANY, INC.

FILED

04 SEP 27 AM 11: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is **EGGERT & COMPANY, INC.**

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE II - EFFECTIVE DATE AND DURATION

The effective date of this corporation shall be August 18, 1986 and the duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the sale of boat polish compound, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at

which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

**ARTICLE VII - PRINCIPAL PLACE OF BUSINESS,
INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 3991 SE Fairway West, Stuart, Florida 34997. The principal place of business shall also be at that same address.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is **two**. The name and address of the person who is to serve as directors until the first annual meeting of shareholders, or until her successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
RICHARD EGGERT	3991 SE Fairway West Stuart, Florida 34997
JOANNE EGGERT	3991 SE Fairway West Stuart, Florida 34997

ARTICLE IX - INCORPORATOR

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
RICHARD EGGERT	3991 SE Fairway West Stuart, Florida 34997
JOANNE EGGERT	3991 SE Fairway West Stuart, Florida 34997

**ARTICLE X - COMMON DIRECTORS
TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 26 day of August, 2004.



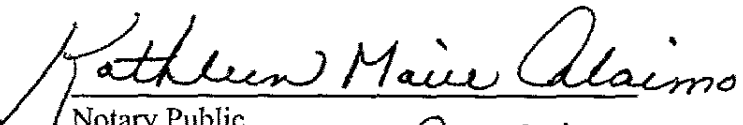
RICHARD EGGERT
Incorporator



JOANNE EGGERT
Incorporator

STATE OF New York
COUNTY OF Suffolk

The foregoing instrument was acknowledged before me this 26th day of August, 2004, by Richard Eggert and Joanne Eggert, who is personally known to me or has produced _____ as identification and [did/did not] take an oath.



Notary Public
My Commission Expires: April 30, 2007

KATHLEEN MARIE ALAIMO
Notary Public, State of New York
No. 52-4797299
Qualified in Suffolk County
Commission Expires April 30, 2007

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

EGGERT & COMPANY, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

<u>Agent</u>	<u>Address</u>
RICHARD EGGERT	3991 SE Fairway West Stuart, Florida 34997

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: August 26, 2004.




RICHARD EGGERT
Registered Agent

STATE OF New York
COUNTY OF Suffolk

The foregoing instrument was acknowledged before me this 26th day of August, 2004, by **RICHARD EGGERT**, who is personally known to me or has produced _____ as identification and [did/did not] take an oath.

FILED
04 SEP 27 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Notary Public
My Commission Expires: April 30, 2007
KATHLEEN MARIE ALAIMO
Notary Public, State of New York
No. 52-4797299
Qualified in Suffolk County
Commission Expires April 30, 2007