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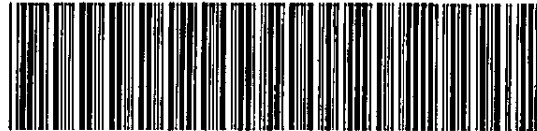
(Business Entity Name)

(Document Number)

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APPROVED
AND
FILED
JAN 26 2005
8:39

DAVID F. ALBRECHT
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW

2012 TWENTY-EIGHTH AVENUE

TELEPHONE: (772) 567-3424
FAX: (772) 567-3426

MAILING ADDRESS:
POST OFFICE BOX 2258
VERO BEACH, FLORIDA
32961-2258

February 2, 2005

CM#7003 1010 0001 5490 8696
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: All Florida Reps & Distributors, Inc.

Ladies/Gentlemen:

Enclosed is a copy of your letter dated January 28, 2005, which is self-explanatory and acknowledges receipt of our check for \$70.00. Further enclosed is an original and one copy of the Articles of Incorporation for All Florida Reps & Distributors, Inc.

I will appreciate your date stamping the enclosed copy and returning it to my office along with your letter acknowledging receipt thereof.

Thank you for your time and consideration.

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Albrecht', written in a cursive style.

David F. Albrecht

dmt
enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 28, 2005

DAVID F. ALBRECHT, ESQ.
P.O. BOX 2258
VERO BCH, FL 32962-2258

SUBJECT: ALL FLORIDA REPS, INC.
Ref. Number: W05000004728

We have received your document for ALL FLORIDA REPS, INC. and your check(s) totaling \$70.00. 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) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 505A00006297

RECEIVED
AND
FILED
FEB -8 AM 8:39
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
ALL FLORIDA REPS & DISTRIBUTORS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporations Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation, hereinafter referred to as the "Corporation", shall be: **ALL FLORIDA REPS & DISTRIBUTORS, INC.**

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the Corporation as set forth in Article II.

ARTICLE IV

This Corporation has the authority to issue one hundred shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this Corporation in the State of Florida is: 3929 U. S. Highway 1, Vero Beach, Florida 32960. The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

ARTICLE VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws. The date of the annual meeting shall be fixed by the Bylaws.

ARTICLE VIII

The name and street address of the initial member of the first Board of Directors are as follows:

MITCHELL ROSE
615 18th Court
Vero Beach, Florida 32962

This Director shall hold office until the first annual meeting or until his successors are elected or appointed and qualified as provided in the Bylaws. Directors shall hereafter be elected by the shareholders.

ARTICLE IX

The names and addresses of the initial officers of this Corporation, who shall hold office for the first year or until their successors are chosen, elected or appointed, and qualified as provided in the Bylaws are as follows:

President/Secretary	MITCHELL ROSE 615 18th Court Vero Beach, Florida 32962
---------------------	--

The officers shall hereafter be elected by the Directors.

ARTICLE X

The name and address of the subscriber to these Articles of Incorporation, and a statement of the number of shares of stock which he initially agrees to take, are as follows:

MITCHELL ROSE 615 18th Court Vero Beach, Florida 32962	100 shares
--	------------

ARTICLE XI

Unless otherwise provided in the Bylaws, every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The Bylaws may provide that every stockholder is not to have the right to so purchase.

The Bylaws may provide for cumulative voting for Directors and may make provisions governing the issuance of stock certificates to replace lost or destroyed certificates. Provided further, the stockholders of this Corporation may enter into such stockholders and trustees agreements as they may see fit, whereby such stockholders may limit their voting rights by virtue of such agreements.

ARTICLE XII

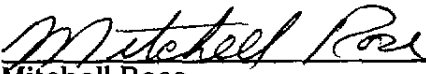
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation may be made.

ARTICLE XIII

The registered agent for service of process within the State of Florida shall be:

MITCHELL ROSE
615 18th Court
Vero Beach, Florida 32962

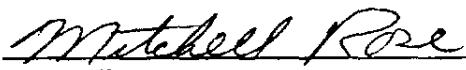
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this
21 day of January, 2005.



Mitchell Rose
Incorporator/Subscriber

ACCEPTANCE BY REGISTERED AGENT

I am familiar with, and hereby accept, the duties and responsibilities of
Registered Agent for ALL FLORIDA REPS & DISTRIBUTORS, INC.

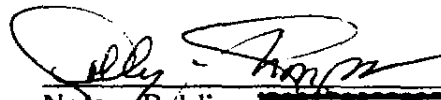


Mitchell Rose

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public in and for the State of Florida, duly qualified to take acknowledgments, personally appeared MITCHELL ROSE, who furnished a Florida Driver's License as identification, known to me to be the person who executed the foregoing Articles of Incorporation for ALL FLORIDA REPS & DISTRIBUTORS, INC., and he acknowledged that he executed the same for the purposes therein set forth.

WITNESS my hand and official seal at Vero Beach, Indian River County, Florida, this 21st day of January, 2005.


Notary Public.

