

**P9600005035**

**MATTHEW CARTER**

(Requestor's Name)

**108 S. Monroe Street, Ste. 201**

(Address)

**Tallahassee FL 32301**

(City, State, Zip)

(Phone #)

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\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. **Allstate Facilities Management, Inc.**

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of B.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**AUTHORIZATION BY PHONE TO**  
**CORRECT**  
**DATE**  
**DOC EXAM**

*Same people have  
796-214*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JAN 17 PM 12:48

FILED

DISCUSSION OF CORPORATION

96 JAN 17 PM 12:30

RECEIVED

**B. BROWN JAN 17 1996**

Examiner's Initials

ARTICLES OF INCORPORATION  
FOR  
ALLSTATE FACILITIES MANAGEMENT, INC., OF FLORIDA  
A CORPORATION FOR PROFIT

FILED  
96 JAN 17 PM 12:48  
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:

FIRST: The name of the corporation is ALLSTATE FACILITIES MANAGEMENT, INC., OF FLORIDA.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in the business of providing facilities management, maintenance, and renovation services, i.e., the furnishing of janitorial/custodial services; trash, rubble and refuse collection, removal, hauling, and disposal services; landscaping, housekeeping, and laundry-type services; providing watchmen and other security type services; pickup and delivery services, including receipt and distribution of mail within a facility or between or among facilities; improvement of facilities, including remodeling, renovating and restoration; cabling services, including computer installation and maintenance and television cabling, including aerial and underground and fiber optic installation; and services related to buying, selling, and otherwise dealing in and with janitorial, custodial, remodeling, security, cabling, computer, landscaping, delivery and disposal type equipment and supplies such as are necessary and useful in the provision of such services.

FOURTH: Authorized Shares. 100 shares of capitol stock at \$1.00 per share (\$1.00 par value).

Initial Issues. 100 shares at \$1.00 par value.

States Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time.

Restriction on Transfer of Shares. None of the shareholders of the corporation shall make any transfer of stock unless he or she shall have first offered those shares to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth.

A. Every offer shall be in writing.

B. The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer. Upon failure of the corporation to exercise its options to so purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock to purchase the stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.

C. This agreement shall be binding upon the heirs, guardians, personal representatives and assigns of each of the shareholders.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 322 West Cervantes Street, Pensacola, Florida 32501 and the name of the initial registered agent at such address is FREDERICK J. GANT. The principal place of business is the same as the registered address.

SIXTH: The Board of Directors shall consist of not more than seven (7) members and not less than three (3) members, who need not be resident of the State of Florida or shareholders of the corporation.

SEVENTH: The name and address of the person who will serve as Director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

GINA SASSO, President	10340 S.W. 154 Place, Suite 45 Miami, Florida 33193
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HARVEY L. BRINSON, Secretary	7207 Hanover Parkway, Suite C Greenbelt, MD 20770-2015
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DARIEN A. GREEN, Treasurer	7207 Hanover Parkway, Suite C Greenbelt, MD 20770-2015
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EIGHTH: The name and address of the initial incorporator is GINA SASSO, 10340 S.W. 154 Place, Suite 45; Miami, Florida 33193

NINTH: A majority of the stockholders of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when proposed or approved at a shareholders meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Pensacola, Escambia County, Florida, on this 13 day of December, 1995.

  
GINA SASSO

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared, GINA SASSO, to me well known and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the foregoing Articles for the purposes therein stated.


WITNESS my hand and seal on the 13 day of Dec, 1995.

  
NOTARY PUBLIC  
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

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.

  
FREDERICK J. GANT, ESQUIRE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUN 17 PM 12:48

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