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Florida Department of State
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To:
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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

william & sam, inc.

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ARTICLES OF INCORPORATION

OF

WILLIAM & SAM, INC.

ARTICLE I

The name of the corporation shall be WILLIAM & SAM, INC.

ARTICLE II

The corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock of the corporation shall consist of 1,000 shares of (\$1.00) par value common stock, payable in lawful money of the United States of America, or in property, labor or services. The capital stock shall be sold, assigned, issued and transferred only in accordance with such by-laws as the corporation may from time to time make, change, or alter, with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation and which shall be a lien thereon superior to all other liens or claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial street address of the principal office is 1365 Red Pine Trail, West Palm Beach, Florida 33414, the initial street address of the registered office of the corporation shall

JOSEPH M. LEE, Esquire, 6801 Lake Worth Road, #127, Lake Worth, FL 33467

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be at 6801 Lake Worth Road, Suite 127, Lake Worth, Florida 33467, and the name of the initial registered agent of the corporation at such address is JOSEPH M. LEE.

The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch offices and establishments at other places in the State of Florida or in others states of the United States.

ARTICLE VI

The number of directors of this corporation shall be two (2) initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

The names and addresses of each of the directors who, subject to the by-laws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

WILLIAM ANDREWS 1365 Red Pine Trail
West Palm Beach, FL 33414

SAMIR REZKALLA 1365 Red Pine Trail
West Palm Beach, FL 33414

ARTICLE VIII

The name and address of the incorporator is as follows:

WILLIAM ANDREWS 1365 Red Pine Trail
West Palm Beach, FL 33414

ARTICLE IX

The officers of this corporation shall be established and shall hold office as provided in the by-laws of this corporation.

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ARTICLE X

The regulation of the business and the conduct of the affairs of this corporation, and the provisions creating, dividing, limiting or otherwise affecting the powers of this corporation, and the fixing of compensation for the officers of this corporation whether such officers be directors or not, are vested in the Board of Directors, whose powers are set forth in the Articles of Incorporation and in the By-laws of this corporation. Authority to alter, amend, change or otherwise affect these Articles of Incorporation, the affairs of the corporation, or in any way to change the nature of the organization, the personnel, or the conduct of the business shall be granted by and through the power set forth in these Articles of Incorporation and in the By-laws of this corporation and as provided by law.

ARTICLE XI

Every director or officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be

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in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of August, 1999.

William G. Andrews (SEAL)
WILLIAM ANDREWS

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this day personally appeared before me, a Notary Public, in and for the State of Florida at Large, WILLIAM ANDREWS, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Lake Worth, Florida, this 16th day of August, 1999.

Arlene V Marsh
Notary Public

My Commission expires:

OFFICIAL NOTARY SEAL
ARLENE V MARSH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC41773
MY COMMISSION EXP. MAR. 25 2003

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
REGISTERED AGENT**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That WILLIAM & SAM, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 6801 Lake Worth Road, Suite 127, Lake Worth, Florida 33467, does hereby designate JOSEPH M. LEE as its registered agent at said address to accept service of process within this state.

William G. Andrews
WILLIAM ANDREWS
Incorporator

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Joseph M. Lee
JOSEPH M. LEE
Registered Agent

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