

CAPITAL CONNECTION

850 222 1222

04/27 '05 09:24 NO.021 01/07

POS 000058368

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000102935 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : J20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

RE-SUBMIT

PLEASE OBTAIN THE ORIGINAL
FILE DATE

BASIC AMENDMENT

ONE GRAND TO SELL, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$35.00 |

RECEIVED

05 APR 27 AM 10:40

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 APR 25 PM 5:00

FILED

Original rec'd April 25, 2005 4:58 PM

Electronic Filing Menu

Corporate Filing

Public Access Help

4-27
M. J. K.

CAPITAL CONNECTION
850-205-0381

850 222 1222
4/27/2005 9:58

04/27 '05 09:24 NO.021 02/07
PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 27, 2005

ONE GRAND TO SELL, INC.
1942 LOST SPRINGS CT
LONGWOOD, FL 32779

SUBJECT: ONE GRAND TO SELL, INC.
REF: P05000058368

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The corporate name listed on our records reads: ONE GRAND TO SELL, INC.

Please return 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) 245-6908.

Anna Chesnut
Document Specialist

FAX Aud. #: H05000102935
Letter Number: 305A00029098

CAPITAL CONNECTION

850 222 1222

04/27 '05 09:24 NO.021 03/07

H050000102935

FILED
05 APR 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDMENT TO
ARTICLES OF INCORPORATION**

OF

ONE GRAND TO SELL, INC.

The purpose of this first amendment is to change the name of the corporation from One Grand to Sell Inc. to **1 GRAND 2 SELL, INC.** and to amend and restate the Articles of Incorporation. This amendment was adopted by the undersigned Incorporator. Shareholder action was not required.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be **1 GRAND 2 SELL, INC.**

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence upon the filing of these articles and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV
CAPITAL STOCK**

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

LAW OFFICES
BECKER & POLLAKOFF, P.A. • 2500 MAITLAND CENTER PARKWAY • SUITE 209 • MAITLAND, FL 32751
TELEPHONE (407) 875-0935
160133_1.DOC

H050000102935

CAPITAL CONNECTION

850 222 1222

04/27 '05 09:24 NO.021 04/07

H050000102935

Number of Shares Authorized
10,000.00

Par Value Per Share
\$1.00

Class of Stock
Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

**ARTICLE V
PRINCIPAL BUSINESS OFFICE**

The principal business office of this Corporation shall be located at: 1942 Lost Springs Court, Longwood, Florida 32779.

**ARTICLE VI
MAILING ADDRESS**

The mailing address of this Corporation shall be: 1942 Lost Springs Court, Longwood, Florida 32779.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at: 1942 Lost Springs Court, Longwood, Florida 32779, and the initial registered agent of the Corporation at that address shall be GREGORY F. BUCKLEY. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws. The name and street address of the initial director of this Corporation is:

²
LAW OFFICES
BECKER & POLIAKOFF, P.A. • 2300 MAITLAND CENTER PARKWAY • SUITE 209 • MAITLAND, FL 32751
TELEPHONE (407) 875-0955
160135_1.DOC

H050000102935

CAPITAL CONNECTION

850 222 1222

04/27 '05 09:24 NO.021 05/07

H050000102935

GREGORY F. BUCKLEY
1942 Lost Springs Court
Longwood, Florida 32779

Directors may be removed with or without cause.

ARTICLE IX INCORPORATORS

The name and street address of the person signing this Articles as Incorporator is:

GREGORY F. BUCKLEY
1942 Lost Springs Court,
Longwood, Florida 32779

ARTICLE X BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE XI INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

ARTICLE XII LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XIII AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

3

LAW OFFICES

BECKER & FULAKOFF, P.A. • 2500 MAITLAND CENTER PARKWAY • SUITE 209 • MAITLAND, FL 32751
TELEPHONE (407) 875-0957
160133_1.000

H050000102935

CAPITAL CONNECTION

850 222 1222

04/27 '05 09:25 NO.021 06/07

H050000102935

**ARTICLE XIV
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the Incorporator herein-before named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto set his hand and seal:

4-22-05
Date


GREGORY V. BUCKLEY

4
LAW OFFICES
BUCKLER & POLIAKOFF, P.A. • 2500 MAITLAND CENTER PARKWAY • SUITE 209 • MAITLAND, FL 32751
TELEPHONE (407) 875-0955
160133_1.DOC

H050000102935

CAPITAL CONNECTION

850 222 1222

04/27 '05 09:25 NO.021 07/07

H050000102935

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

I GRAND 2 SELL, INC. desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1942 Lost Springs Court, Longwood, Florida 32779, has named and designated Gregory F. Buckley as its registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22nd day of APRIL, 2005.


GREGORY F. BUCKLEY
Registered Agent

5
LAW OFFICES
DECKER & POLIAKOFF, P.A. • 2500 MAITLAND CENTER PARKWAY • SUITE 209 • MAITLAND, FL 32751
TELEPHONE (407) 875-0955
160133_L.DOC

H050000102935