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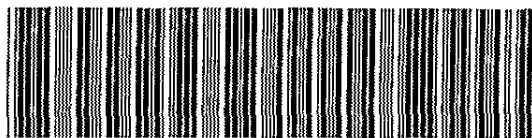
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TALLAHASSEE, FLORIDA

03 MAR 12 PM 3:45

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VI
2003

TRANSMITTAL LETTER

Delivered By: US Postal certified Return Receipt No. 7002-2410-0000-8639
0914

Florida Department of State
Division of Corporations
409. E. Gaines St.
Tallahassee, FL 32399

EDS & ASSOCIATES, INC.

SUBJECT:

(PROPOSED CORPORATE NAME)

Enclosed please find an original and one copy of the articles of incorporation for the above corporation and a check for \$78.75 (BPPR 0929) for Filing Fee and Certified Copy.

FROM: Edward D. Subervi
Name

141 Truxton Drive
Address

Miami Springs, FL 33166
City, State & Zip Code Phone # 305-888-7218

Edward D. Subervi GAVE
AUTHORIZATION BY PHONE TO
CORRECT effective date
DATE 3-13-03
DOC. EXAM Vje



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 3, 2003

EDWARD D. SUBERVI
141 TRUXTON DRIVE
MIAMI SPRINGS, FL 33166

SUBJECT: EDS & ASSOCIATES, INC.
Ref. Number: W03000006041

We have received your document for EDS & ASSOCIATES, INC. and your check(s) totaling \$78.75. 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.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6962.

Valerie Ingram
Document Specialist
New Filing Section

Letter Number: 903A00013453

EFFECTIVE DATE
2-28-2003

ARTICLES OF INCORPORATION
OF
EDSM & ASSOCIATES, INC.

FILED
03 MAR 12 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby for a Corporation for profit under Chapter 607 and 621 of the Florida Statutes.

ARTICLE I – NAME

The name of the Corporation is **EDSM & ASSOCIATES, INC.**, (hereinafter, "Corporation").

ARTICLE II – PURPOSE OF CORPORATION

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

ARTICLE III – PRINCIPLE OFFICE

The address of the principle office of this Corporation until further notice is: 141 Truxton DR, Miami Springs, FL 33166 and the mailing address is P.O Box 660244, Miami Springs, FL 33266.

ARTICLE IV - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Edward D. Subervi
141 Truxton DR.
Miami Springs, FL 33166

ARTICLE V - OFFICERS

President:	Edward D. Subervi
Secretary:	Edward D. Subervi
Treasurer:	Edward D. Subervi

whose address shall be the same as the principle office of the Corporation.

ARTICLE VI - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Edward D. Subervi

whose address shall be the same as the principle office of the Corporation.

ARTICLE VII - CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares or its stock of any class, whether or now or hereafter authorized, the securities convertible into shares of its stock of any class, whether now, or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on the file as the principle office of the Corporation.

ARTICLE IX – POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary of convenient to carry out its business and affairs, subject to limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE XI – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have noticed thereof.

ARTICLE XII – REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of this Corporation is Edward D. Subervi and the registered office is 141 Truxton DR, Miami Springs, FL 33166.

ARTICLE XIII – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV – EFFECTIVE DATE

These Articles of Incorporation shall be effective FEBRUARY 28, 2003

ARTICLE XV – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment thereto are granted subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation under the laws of the State of Florida this 7 day of March 2003.

A handwritten signature in black ink, appearing to read 'E. Subervi', is written over a horizontal line.

Edward D. Subervi, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

03 MAR 12 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporations, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is

EDSM & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

Edward D. Subervi
Name _____

141 Truxton DR, Miami Springs, FL 33166
Address _____

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature _____

President

Title _____

Date 7 March 2003

ACCEPTANCE BY AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: 7 March 2003