

F03000000434

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700008685167

11/04/02-01054--001 \*\*96.25

*BH*

FILED  
03 JAN 28 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*FAX 561 995*



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

January 28, 2003

ALL AMERICAN COMPANIES, INC.  
999 UAMATO ROAD, SUITE 100  
BOCA RATON, FL 33431

SUBJECT: ALL AMERICAN COMPANIES, INC.  
Ref. Number: W03000002566

FILED  
JAN 28 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for ALL AMERICAN COMPANIES, INC. and your check(s) totaling \$96.25. However, the document has not been filed and is being retained in this office for the following:

As discussed, we are also RETAINING your \$96.25 payment.

Also, as discussed, we understand that it is your intention to qualify a foreign corporation -- ALL AMERICAN COMPANIES, INC. for authority to transact business in Florida, and this cannot be accomplished by the FOREIGN NAME REGISTRATION form you sent.

What you need to file is a FOREIGN CORPORATION QUALIFICATION form and a CERTIFICATE OF GOOD STANDING from the Delaware Secretary of State's office.

We understand that you are in the process of submitting these documents.

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) 245-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 003A00005310

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** All American Companies, Inc  
(Name of corporation - must include suffix)

03 JAN 28 PM 4:09  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Daniel S. DiTulvio  
(Name of Person)  
All American Companies, Inc  
(Firm/Company)  
999 Yamato Road, Suite 100  
(Address)  
Boca Raton, FL 33431  
(City/State and Zip code)

For further information concerning this matter, please call:

Daniel S. DiTulvio at (561) 981-1845  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

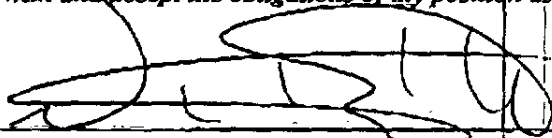
☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☒ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. All American Companies, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 22-3859997  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/19/2002 5. —  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON Qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 999 CAMATO Road, Suite 100, Boca Raton, FL 33431  
(Principal office address)  
999 CAMATO Road, Suite 100, Boca Raton, FL 33431  
(Current mailing address)
8. Any lawful Business  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Daniel J. DiZulvio  
Office Address: 999 CAMATO Road, Suite 100  
Boca Raton, Florida 33431  
(City) (Zip code)
10. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*  
  
(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED  
JAN 28 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## A DIRECTORS

Address: 999 CANATO ROAD, Suite 100  
BOCA RATON, FL 33431

Address: 999 YAMAHA Road, Suite 100  
BOCA RATON, FL 33431

Address: 999 GANADO ROAD, SUITE 100  
BOCA RATON, FL 33431

**Address:**

Address: 999 CAMARO Road, Suite 100  
BOCA RATON, FL 33431

Address: 999 CANALO Road, Suite 100  
BOCA RATON, FL 33431

Address: 999 Yamato Road, Suite 100, Boca Raton, FL 33431

**Address:**

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel J. DiFulvio, Director, Vice President, and Secretary  
(Typed or printed name and capacity of person signing application)



FROM

(TUE) 1 28 2003 16:58/ST.16:57/NO.5111708379 P 1

STATE OF DELAWARE  
DEPARTMENT OF STATE  
(302) 739 3073

CORPORATE STATUS INFORMATION

Corporation Name: ALL AMERICAN COMPANIES, INC.

Corporation Number: 3549589

Status: Good Standing

Notes:

FILED  
03 JAN 28 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 07/19/2002  
020463888 - 3349389

**CERTIFICATE OF INCORPORATION  
OF  
ALL AMERICAN COMPANIES, INC.**

**FIRST:** The name of the Corporation is All American Companies, Inc.

**SECOND:** Its registered office is to be located at Suite 606, 1220 N. Market Street, Wilmington, DE 19801, County of New Castle. The registered agent is American Incorporators Ltd. whose address is the same as above.

**THIRD:** The nature of business and purpose of the organization is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred (1500). All such shares are to be with par value of 0.01 and are to be of one class.

**FIFTH:** The name and address of the incorporator are as follows:

Jeff Tindall  
Suite 606  
1220 N. Market St.  
Wilmington, DE 19801

**SIXTH:** The powers of the undersigned incorporator will terminate upon filing of the certificate of incorporation. The name and mailing address of the person(s) who will serve as director(s) until the first annual meeting of the stockholders or until a successor(s) is elected and qualified are:

Shreenoo Sharma  
999 Yamato Road, Suite 100  
Boca Raton, FL 33431

**SEVENTH:** Each person who serves or has served as a director shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any breach of loyalty to the corporation or its stockholders; (ii) for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for unlawful payment of dividend or unlawful stock purchase or redemption as such liability is imposed under Section 174 of the General Corporation Laws of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

**I, THE UNDERSIGNED,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts stated herein are true, and I have accordingly set my hand.

  
Jeff Tindall  
INCORPORATOR

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ALL AMERICAN COMPANIES, INC**

Pursuant to the provisions under Delaware statutes, the undersigned, All American Companies, Inc., a Delaware corporation, by its President and Director, does hereby make and execute these Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is All American Companies, Inc
2. The text of the amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by amending ARTICLE IV thereof to read as follows:

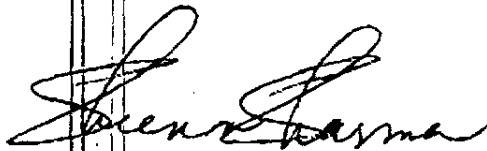
**Authorized Capital Stock.** The aggregate number of shares which the corporation shall have authority to issue is 15,000,000, consisting of (i) 15,000,000 shares of Common Stock, \$.001 par value (the "Common Stock"), and (ii) 0 shares of Preferred Stock, \$.001 par value (the "Preferred Stock")

- 3 The date of this adoption of the amendment by the board of directors if the corporation was July 19, 2002
- 4 The amendment was adopted by the board of directors without shareholder action. Shareholder action was not required because the corporation had not yet issued shares.

Dated: 07/19/2002



Daniel J Di Fulvio  
Secretary



Sheenoo Sharma  
President and Director



**MINUTES OF  
FIRST DIRECTORS' MEETING  
ALL AMERICAN COMPANIES INC  
A Delaware Corporation**

The Board of Directors of ALL AMERICAN COMPANIES INC Corporation held its first meeting on the 19 day of JULY, 2002, at 999 Yamato Road, Suite 100, in the City of Boca Raton, State of Florida.

The following directors, who constitute the entire Board of Directors, were present:

Tony Sharma

Sheenoo Sharma

Daniel J Di Fulvio

Upon a duly seconded and carried motion, Tony Sharma, was elected Acting Chairperson, and Daniel J Di Fulvio was elected acting Secretary of the meeting.

The Secretary then read aloud a waiver of notice of the meeting, which was signed by all of the directors. Upon a duly made and seconded and carried motion, the Secretary was ordered to attach the waiver with the minutes of the meeting. The Secretary then distributed copies of the minutes of the meeting of incorporators and subscribers to the capital stock of the Corporation. Upon a duly made and seconded motion, those minutes were approved and the Secretary was ordered to attach them to the minutes of this meeting. Next, upon a duly made, seconded and carried motion, the Board of Directors

RESOLVED, that the acts of Jeff Tindall the incorporator of ALL AMERICAN COMPANIES INC Corporation, taken both jointly and severally on behalf of the Corporation are hereby approved, ratified and adopted as acts of the Corporation.

Next, the following individuals were nominated to serve as Officers of the Corporation:

Tony Sharma, Chairman and Chief Executive Officer;

Sheenoo Sharma, President;

Daniel J Di Fulvio, Vice President and Secretary;

The directors then voted on the nominations and each of the nominated individuals was elected to the office that appears above after his name. Next, upon a duly made, seconded and carried motion, it was

RESOLVED, that the share certificates of this Corporation shall be those submitted by the President for consideration by the Board, and that a copy of said share certificate shall be attached to the minutes of this meeting. Next, upon a duly made, seconded and carried motion, it was

RESOLVED, that the Officers of the Corporation are hereby authorized and directed to pay all fees and expenses incident and necessary to the organization of the Corporation, and to procure and pay for the proper corporate books.

Upon a motion duly made, seconded and carried, it was

RESOLVED, that the seal of the Corporation shall be the seal an impression of which appears immediately below:

(Seal)

Next, upon a duly made, seconded and carried motion, it was

RESOLVED, that the Secretary is hereby authorized to procure for the Corporation all necessary books and the Treasurer is hereby authorized to pay all fees and other expenses incident and necessary to the Corporation's organization.

Next, a copy of the proposed Bylaws for the management of the Corporation's internal affairs was distributed to each director and read aloud. Then, upon a duly made, seconded and carried motion, it was

RESOLVED, that the Bylaws for the management of the internal affairs of the Corporation, which each director has read and approved article by article, are hereby adopted, and the Secretary is ordered to attach a copy of the aforesaid Bylaws to the minutes of this meeting.

Next, upon a motion duly made, seconded and carried, it was

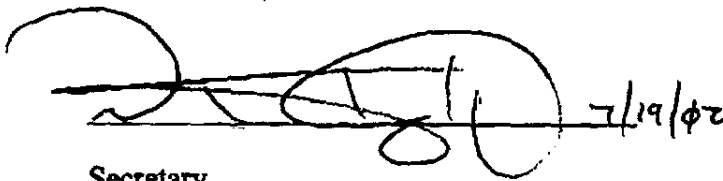
RESOLVED, that the President of the Corporation is hereby authorized and directed to open a bank account in the Corporation's name and to do so in accordance with the form of bank resolution that is attached to the minutes of this meeting.

Next, upon a duly made, seconded and carried motion, it was

RESOLVED, that the stock and stock transfer book recommended to the Board at this meeting by the President are hereby adopted as the stock and stock transfer book of the Corporation.



Chairman

 7/19/02

Secretary

WAIVER OF NOTICE OF  
BOARD OF DIRECTORS MEETING  
ALL AMERICAN COMPANIES INC

We, the undersigned, hereby waive notice of and consent to the holding of the meeting of the ALL AMERICAN COMPANIES INC Board of Directors to be held at 7 p.m. on the 19 day of JULY, 2002 at the Corporation's primary offices located at:

999 Yamato Road, Suite 100, Boca Raton, FL

We hereby agree that any lawful business may be transacted at the meeting.



Director

7/19/02

Date



Director

7/19/02

Date



Director

7/19/02

Date

\_\_\_\_\_

Director

\_\_\_\_\_

Date

\_\_\_\_\_

Director

\_\_\_\_\_

Date

FILED  
JAN 28 PM 4:03  
03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA