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upton monarch, inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 2000

EMPIRE

SUBJECT: UPTON MONARCH, INC.
REF: W00000001481

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

UPTON MONARCH, INC.

I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE I
NAME

The name of the Corporation shall be Upton Monarch, Inc.

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business permitted under the laws of the United States and of this State. This corporation reserves the right if it so wishes to elect to be a 1361 Subchapter S corporation under Section 1361 of the Internal Revenue Code and the right to elect to approve and adopt a plan to offer shares of common stock for

Robert P. Kelly, Esquire
Florida Bar No. 238422
Gary J. Rotella & Associates, P.A.
New River Center, Suite 1850
200 East Las Olas Boulevard
Fort Lauderdale, Florida 33301-2276

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sale under said section of the Internal Revenue Service Code and all other rights contained therein and may elect to receive all rights granted under any other Section of the Internal Revenue Service Code of 1954 as amended.

ARTICLE IV.
CAPITAL STOCK

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Hundred (100) shares.

ARTICLE V.
CAPITALIZATION

The corporation will begin business with not less than One Hundred Dollars (\$100).

ARTICLE VI.
REGISTERED AGENT

The name and address of the initial registered agent of the corporation is Gary J. Rotella, New River Center, Suite 1850, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301-2276.

ARTICLE VII.
REGISTERED OFFICE

The initial registered office of this Corporation shall be:

New River Center, Suite 1850
200 East Las Olas Boulevard
Fort Lauderdale, Florida 33301-2276

ARTICLE VIII.
CORPORATE OFFICES

The principal place of business of the Corporation shall be 261 Northeast 38th Street, #D212,

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Oakland Park, Florida 33334, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

ARTICLE IX.
DIRECTORS

A. The Corporation shall have not less than one (1) nor more than three (3) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.

B. The names and addresses of the members of the first Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

JOHN F. HINDS

261 Northeast 38th Street, #D212
Oakland Park, Florida 33334

C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.
2. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record

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holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

ARTICLE X.
INCORPORATOR

The name and address of the person signing these Articles is:

JOHN F. HINDS

261 Northeast 38th Street, #D212
Oakland Park, Florida 33334

ARTICLE XI.
OFFICERS

The names and addresses of the initial officers of this Corporation are as follows:

JOHN F. HINDS
President - Secretary - Treasurer
Director

261 Northeast 38th Street, #D212
Oakland Park, Florida 33334

ARTICLE XII.
AMENDMENT

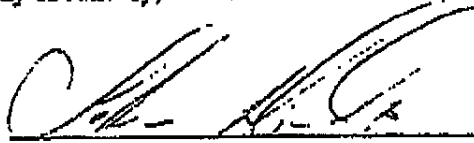
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have

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hereunto set my hand and seal this 18th day of January, 2000.

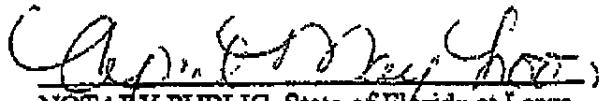

JOHN F. HINDS

STATE OF FLORIDA }
 ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared JOHN F. HINDS, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Broward County, Florida, this
18th day of January, 2000.




NOTARY PUBLIC, State of Florida at Large

April May Loor
Printed/Typed Name of Notary Public

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

That UPTON MONARCH, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 261 Northeast 38th Street, #D212, Oakland Park, Florida 33334, has named Gary J. Rotella, New River Center, Suite 1850, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301-2276, as its registered agent to accept service of process within this State.

Signature: 

JOHN F. HINDS

Date: January 18, 2000

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.


GARY J. ROTELLA

DATED: January 18, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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