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June 13, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

8000003294238-7  
-05/16/00-01068-017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: FILROY, INC.

Dear Sir:

In connection with the above-captioned corporation, I enclose herewith the original and a copy of the Articles of Incorporation, together with my check for \$70.00 representing the cost of filing.

Please send a copy of the filed articles to the undersigned.

Thank you for your kind attention to this matter.

Very truly yours,

  
LESLIE HOWARD BERGER, J.D.

LHB/dr  
enc.

FILED  
2000 JUN 16 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AR 6/21

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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: FILROY, INC.  
(must include suffix)

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

LESLIE HOWARD BERGER, J.D.  
(Name)

2213 North University Drive  
(Street address - P. O. Box not acceptable)

Pembroke Pines, Florida 33024  
(City/State/Zip)

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2000 JUN 16 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 agree 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)

6-12-2000  
(Date)

Registered Agent filing fee \$35.00

## ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILROY, INC.

## ARTICLE I - NAME:

The name of the corporation is:

FILROY, INC.

9535 Honeybell Circle

Boynton Beach, Florida 33437

## ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of the filing of these Articles of Incorporation.

## ARTICLE III - PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To carry on a general investment and management consultant and advisory business relating to investments and the operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and

description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.

To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

(b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(c) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(d) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind or building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction work.

(e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses

which require the use and services of a sales and commission agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

(f) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers of other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

(g) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any other acts and things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied.

#### ARTICLE IV-CAPITAL STOCK

The capital stock of this corporation shall be divided into 1,000 shares of common stock of \$.10 par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be paid for with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE V-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

##### AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:

2213 North University Drive  
Pembroke Pines, Florida 33024

and the name of the initial registered agent of this corporation at that address is:

LESLIE HOWARD BERGER, J.D.

The principal mailing address of the corporation is:

9535 Honeybell Circle

Boynton Beach, Florida 33437

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

PHYLLIS BLOWSTEIN and LEE BLOWSTEIN

9535 Honeybell Circle

Boynton Beach, Florida 33437

#### ARTICLE VIII - INCORPORATOR

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

LEE BLOWSTEIN

9535 Honeybell Circle

Boynton Beach, Florida 33437

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 13 day of

June 2000.

  
LEE BLOWSTEIN

STATE OF FLORIDA :  
COUNTY OF BROWARD : SS:

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared LEE BLOWSTEIN to me personally known or who produced \_\_\_\_\_ as identification and known by me to be the person who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at said County and State this 12 day of June, 2000.

Diane M. Redmond  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Diane M. Redmond  
MY COMMISSION # 00684955 EXPIRES  
July 18, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.