

P00000095048

TRANSMITTAL LETTER

FILED

00 OCT -6 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT:

PS GHERE INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200003416802-9

-10/06/00-01067-004
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM:

SUEAN L. GHERE

Name (Printed or typed)

20423 State Rd 7#419

Address

Boca Raton FL

City, State & Zip

561 918-2884

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN OCT - 9 2000

ARTICLES OF INCORPORATION
OF
PSGHERE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of Florida relating to private corporations, adopt the following articles of incorporation:

1. Name. The name of the corporation is PS Ghere, Inc.
20423 State Rd. 7, #419 - Boca Raton, FL 33498.
2. Resident Agent. Susan L. Ghere
20423 State Rd. 7, #419
Boca Raton, FL 33498
Tel: 561/218-2884
Fax: 561/218-9892
3. Capital Stock. The total number of shares that the corporation may issue is 500 shares having Par value of \$1.00.
4. Governing Board. The members of the governing board of the corporation shall be styled as Directors. The initial number of directors constituting the board of directors is one (2), and the name and post office box or street address, either residence or business, of the first Board of Directors is:

Susan L. Ghere
20423 State Rd. 7, #419
Boca Raton, FL 33498

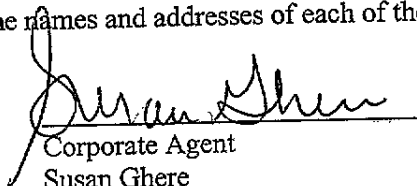
Patrick L. Ghere, Sr.
20423 State Rd. 7, #419
Boca Raton, FL 33498
5. Purpose. The purpose of the corporation is engage in any lawful act or activity for which corporations may be organized under the general corporation code of the state of Florida (except banking or insurance).
6. Duration. Perpetual.
7. Personal Liability of Directors or Officers. The Directors and Officers shall not be liable for any matters pertaining to the exercise of judgment and discretion and shall only be liable for fraud, embezzlement, breach of fiduciary duty or gross malfeasance in office. In the connection, the Corporation shall furnish a defense

To any director or officer subject to any claim by any regulatory agency, governmental body, tax authority, third party doing business with this Corporation, shareholder, creditor or claimant; provided, however, that if any such claim, proceeding or litigation shall finally adjudicate that the officer or director being defended by the Corporation is guilty of fraud, embezzlement, breach of fiduciary duty or gross malfeasance in office, then the Corporation shall have the right to offset against monies otherwise owing to that person or to seek recovery for the costs of the defense so furnished.

8. Other Provisions. The attendance at any annual, regular or special meeting of shareholders or directors shall be deemed to be a waiver of notice of the time, place and purposes of the meeting and of any adjournment or continuance thereof unless any dissenting shareholder or director shall at or before the commencement of the meeting file with the Secretary of the corporation or with its Chairman a written objection to the validity of the meeting and a statement that this appearance thereat is special and limited only. The general attendance at any meeting or the execution of written waiver of notice or the execution of a memorandum adopting resolutions or approving actions by any shareholder or director shall constitute an approval of the time, place and purposes of any such meeting and of the consideration of any and all business actually brought before it (whether or not such purposes were described in and set forth in any notice or waiver.)
9. Annual Reports: The directors and officers of this corporation shall have no obligation to mail or otherwise furnish annual reports whatsoever to its shareholders proceeding any annual, regular or special shareholders meeting unless such report shall hereafter be specifically required by appropriate resolution by the shareholders or by the directors.
10. Share Ledger: Unless hereafter required by appropriate resolution of either the shareholders or Or the directors, no-officer or agent of the corporations hall have the duty of keeping any share ledger, or duplicate thereof, or any shareholders list at the place where any shareholders meeting (annual, regular or special) is to be held so long as the share ledger (or a copy thereof or a list of shareholders) is located at the principal office of the corporation for one (1) full day prior to the time of such meeting.
11. Redemption or Repurchase for Stocks: The shareholders of this corporation may at any Meeting (annual, regular or special) authorize or direct the purchase or redemption of shares of Of its corporate stock, common series; provided, however.

That any offer to purchase stock by the corporation must be made to shareholders in proportion to their respective holdings and any mandatory redemption shall be made of the stock of all shareholders in the same proportion as to their respective holdings.

12. Signatures of Incorporators. The names and addresses of each of the Incorporator signing the Articles of Incorporation is:

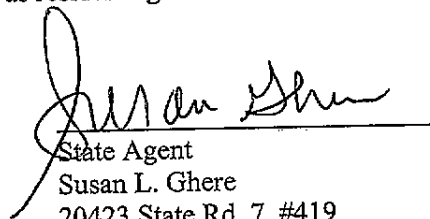


Corporate Agent
Susan Ghere
20423 State Rd. 7, #419
Boca Raton, FL 33498
Tel: 561-218-2884
Fax: 561-218-9892

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT

I, Susan L. Ghere, accept appointment as resident agent for the above corporation.

Dated: 09-26-00



State Agent
Susan L. Ghere
20423 State Rd. 7, #419
Boca Raton, FL 33498
Tel: 561/218-2884
Fax: 561/218-9892

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