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SECRETARY OF STATE TALLAHASSEE, FLORIDA

## Florida Department of State

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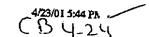
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## FLORIDA PROFIT CORPORATION OR P.A.

MICHAEL A. WILLIAMS & ASSOCIATES, INC.

A CONTRACTOR OF THE PROPERTY O	20000000000000000000000000000000000000
Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75
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SECAL STATE TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

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MICHAEL A. WILLIAMS & ASSOCIATES, INC.

The undersigned subscribers to these Articles of incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

#### **ARTICLE I - NAME OF CORPORATION**

The name of the corporation MICHAEL A. WILLIAMS & ASSOCIATES, INC. with principal office and mailing address located at 432 N. W. 21<sup>st</sup> Avenue, Fort Lauderdale, Florida 33311.

## ARTICLE II DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

#### ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE IV - CAPITAL STOCK

The corporation is organized to have outstanding one class of stock. The maximum number of Shares designed as common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding, is 100 shares of common stock at \$1.00 per share.

Filed by: PAMELLA B. WATSON, CPA, WATSON & COMPANY, P.A.
20401 NW 2ND AVENUE, SUITE #300 MIAMI, FLORIDA 33169
Holders of common stocks are entitled to vote on all questions required by law on the basis of

one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

#### **ARTICLE V**

MICHAEL A. WILLIAMS & ASSOCIATES, INC. has named Michael A. Williams of 432 N, W. 21<sup>st</sup> Avenue, Fort Lauderdale, Florida 33311 the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the state of Florida is 432 N. W. 21<sup>st</sup> Avenue, Fort Lauderdale, Florida 33311.

#### ARTICLE VI

#### **INITIAL BOARD OF DIRECTORS**

The corporation shall have one director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the initial Director is:

Michael A. Williams 432 N. W. 21st Avenue, Fort Lauderdale, Florida 33311

#### ARTICLE VI

#### INCORPORATION

The name and address of the incorporator of these articles of incorporation is Michael A. Williams, 432 N. W. 21st Avenue, Fort Lauderdale, Florida 33311.

#### **ARTICLE VIII**

#### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE IX**

#### INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

#### ARTICLE X

#### **AMENDMENT**

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of incorporation or any amendment thereto.

Michael A. Williams

STATE OF FLORIDA )
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared Michael A. Williams, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

COMMENCE DEFICIAL NOTATIVE SEAL NATION WILL COMMENCE WILL COMMENCE DEFICE WY COMMENCE DEFICES DEC. 5,2004

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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted: FIRST that MICHAEL A. WILLIAMS & ASSOCIATES, INC. is desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 432 N. W. 21<sup>st</sup> Avenue, Fort Lauderdale, Florida 33311, has named Michael A. Williams 432 N. W. 21<sup>st</sup> Avenue, Fort Lauderdale, Florida 33311 as its Registered Agent to accept service of process within Florida.

#### ACKNOWLEDGEMENT

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

Dated this 14 day of Ofice

Michael A. Williams

Registered Agent

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# CONSENT TO ACTION TAKEN IN LIEU OF PRE-ORGANIZATION MEETING OF MICHAEL A. WILLIAMS & ASSOCIATES, INC.

The undersigned being the incorpor	rator of the corporation consent to and ramify the action	
taken to organize the corporation as follow	8:	
The Certificate of Incorporation filed	on with the Secretary of the	
State of Florida, was approved and inserted	d in the book of this corporation.	
The person whose name appears be	elow is the appointed officer of the Corporation to serve	
for a period of one year until the successor	(s) is appointed or elected and shall qualify:	
Michael A. Williams	PRESIDENT/SECRETARY/ TREASURER	
By-Laws regulating the conduct of business	and affairs of the corporation as prepared by counsel or	
the corporation were adopted and		