

# P010000082728

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000092068 5)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## FLORIDA PROFIT CORPORATION OR P.A.

B & L ADVERTIZING AGENCY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED  
01 AUG 22 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight AUG 22 2001

H 01000092068

ARTICLES OF INCORPORATION

of

B & L ADVERTIZING AGENCY, INC.

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

B & L ADVERTIZING AGENCY, INC.

The principal place of business of this corporation shall be:

1920 East Hallandale Beach Boulevard  
Suite 801  
Hallandale, Florida 33009

ARTICLE II

Duration

This corporation shall exist in perpetuity.

ARTICLE III

Purpose

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

This Document is Prepared by:  
Peter G. Gruber, Esquire  
Florida Bar No. 252840  
Peter G. Gruber, P.A.  
9100 South Dadeland Boulevard  
One Dextran Center, Suite 910  
Telephone: (305) 670-1010

H 01000092068

FILED  
01 AUG 22 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, having a par value of One (\$1.00) Dollar per share which shall be designated as common shares.

#### ARTICLE V

##### Right of Shares of Capital Stock

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 9100 South Dadeland Boulevard, Suite 910, Miami, Florida 33156, and the name of the initial Registered Agent of the corporation at that address is Peter G. Gruber, P.A.

#### ARTICLE VII

##### Indemnification

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute §607.0850.

#### ARTICLE VIII

##### Initial Board of Directors

This corporation shall have two (2) directors, initially. The number of directors may either

be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The names and street addresses of the initial members of the Board of Directors are:

Barry Shochat  
1920 East Hallandale Beach Boulevard  
Suite 801  
Hallandale, Florida 33009

Leland J. Balber  
1920 East Hallandale Beach Boulevard  
Suite 801  
Hallandale, Florida 33009

#### ARTICLE IX

##### Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE X

##### By-laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

#### ARTICLE XI

##### Officers

The names and addressees of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

President:	Barry Shochat
	1920 East Hallandale Beach Boulevard
	Suite 801
	Hallandale, Florida 33009

*Page 3 of 5*

Vice President/Secretary:

Leland J. Balber  
1920 East Hallandale Beach Boulevard  
Suite 801  
Hallandale, Florida 33009

ARTICLE XII

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Barry Shochat  
1920 East Hallandale Beach Boulevard  
Suite 801  
Hallandale, Florida 33009

ARTICLE XIII

Special Provision

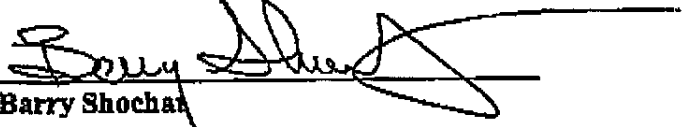
The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIV

Effective Date

The existence of the corporation shall begin on the date of filing of these Articles of Incorporation.

In Witness Whereof, the undersigned has hereunto set his hand and seal on this 20 day of August, 2001.

  
Barry Shochat

H 01000092068

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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 **B & J ADVERTIZING AGENCY, INC.**
2. The name and address of the registered agent and office is:

PETER G. GRUBER, P.A.  
9100 S. Dadeland Boulevard  
One Datan Center, Suite 910  
Miami, Florida 33156

**B & J ADVERTIZING AGENCY, INC.**

By: 

Barry Shochat, President

Dated: 8-20-01

**ACKNOWLEDGMENT**

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.

PETER G. GRUBER, P.A.

By: 

Peter G. Gruber, Esquire

Dated: 8/21/01

01 AUG 22 AM 10:18  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 01000092068