

PO1000091756

TRANSMITTAL LETTER

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

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-09/14/01--01075--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: EVELYN MARION INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: MARION SURO  
Name (Printed or typed)

100 LAKE SHORE DRIVE #252  
Address

NORTH PALM BEACH FL 33408  
City, State & Zip

561.310.6120  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 SEP 14 PM 12:59

FILED

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

T. Burch SEP 19 2001

ARTICLES OF INCORPORATION  
OF  
EVELYN MARION INC

FILED  
01 SEP 14 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name**

The name of the Corporation shall be:

EVELYN MARION INC

(hereinafter, "Corporation")

**Article II - Purpose of Corporation**

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**Article III - Principal Office**

The address of the principal office of this Corporation is:

306 South Dixie Highway, West Palm Beach, FL 33401

and the mailing address is the same.

**Article IV - Incorporator**

The name and street address of the incorporator of this Corporation is:

Marion Suro  
306 South Dixie Highway, West Palm Beach, FL 33401

**Article V - Officers**

The names, addresses, and titles:

Marion Suro	President
Evelyn Suro	Vice President
Richard Kurtti	Secretary
Richard Kurtti	Treasurer
Chet Suro	Vice President

whose addresses shall be the same as the principal office of the Corporation.

#### **Article VI - Directors**

The Directors of the Corporation shall be:

Marion Suro  
Evelyn Suro  
Richard Kurtti  
Chet Suro

whose addresses shall be the same as the principal office of the Corporation.

#### **Article VII - Shares**

(a) The maximum number of shares that this Corporation is authorized to have outstanding at any time is five thousand (5,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

(b) All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

(c) All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

(d) No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

(e) The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

(f) The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stock.

#### **Article VIII - Sub-Chapter S Corporation**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

(a) The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

(b) After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

(c) Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **Article IX - Shareholders' Restrictive Agreement**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **Article X - Powers of Corporation**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **Article XI - Term of Existence**

This Corporation shall have perpetual existence.

#### **Article XII - Registered Owners**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **Article XIII - Registered Office and Registered Agent**

The address of registered office of this Corporation is:

Evelyn Marion Inc, 306 South Dixie Highway, West Palm Beach, FL 33401

The name and address of the registered agent of this Corporation is:

Richard Kurtti, 306 South Dixie Highway, West Palm Beach, FL 33401

**Article XIV - Effective Date**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


**Article XV - Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature/Registered Agent

9/11/01  
Date

  
Signature/Incorporator

9/11/01  
Date