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To:  
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Fax Number : (850) 205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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FLORIDA PROFIT CORPORATION OR P.A.

TOROYAN & COMPANY, INC.

Certificate of Status	0
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DEPT OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION****OF****TOROYAN & COMPANY, INC.**

I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

**ARTICLE I**  
**NAME**

The name of the Corporation shall be: **TOROYAN & COMPANY, INC.**

**ARTICLE II**  
**DURATION**

The corporation shall have perpetual existence.

**ARTICLE III**  
**PURPOSE**

The corporation shall be entitled to engage in any and all lawful activities or business permitted under the laws of the United States and of this State. This corporation reserves the right if it so wishes to elect to be a 1361 Subchapter S corporation under Section 1361 of the Internal Revenue Code and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Service Code and all other rights contained therein and may elect to receive all rights granted under any other Section of the Internal Revenue Service Code of 1954 as amended.

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Christopher J. Rush, Esquire  
(Florida Bar No. 621706)  
Rush & Manoojian, P.A.  
2240 Woolbright Road, Suite 412  
Boynton Beach, Florida 33426  
Telephone: (561) 369-3331

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**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Hundred (100) shares.

**ARTICLE V**  
**CAPITALIZATION**

The corporation will begin business with not less than One Hundred Dollars (\$100.00).

**ARTICLE VI**  
**REGISTERED AGENT**

The name and address of the initial registered agent of the corporation is Aram Michael Toroyan, 500 NE Spanish River Boulevard, Suite 12, Boca Raton, Florida 33431.

**ARTICLE VII**  
**REGISTERED OFFICE**

The initial registered office of this Corporation shall be:

500 NE Spanish River Boulevard  
Suite 12  
Boca Raton, Florida 33431

**ARTICLE VIII**  
**CORPORATE OFFICES**

The principal place of business of the Corporation shall be:

500 NE Spanish River Boulevard  
Suite 12  
Boca Raton, Florida 33431

but, the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

**ARTICLE IX**  
**DIRECTORS**

- A. The Corporation shall have not less than one (1) nor more than three (3) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.
- B. The names and addresses of the members of the first Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:
- Aram Michael Toroyan      500 NE Spanish River Boulevard  
Suite 12  
Boca Raton, Florida 33431
- C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:
1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.
  2. To engage in any enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida. To conduct business in and have one

or more offices in the State of Florida and in all other states and countries. To purchase the corporate assets of any other corporation and engage in the same or other character of business. The purpose specified herein shall be construed both as purposes and powers and shall in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

**ARTICLE X**  
**INCORPORATORS**

The name and address of the persons signing these Articles is:

Aram Michael Toroyan  
500 NE Spanish River Boulevard  
Suite 12  
Boca Raton, Florida 33431

**ARTICLE XI**  
**OFFICERS**

The names and addresses of the initial officers of this Corporation are as follows:

Aram Michael Toroyan	500 NE Spanish River Boulevard Suite 12 Boca Raton, Florida 33431	President
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Stephen Beyer	First National Title Company 2201 Corporate Boulevard NW Suite 103 Boca Raton, Florida 33431	Secretary
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**ARTICLE XII**  
**AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.



I, the undersigned, being the incorporator herein above named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 27<sup>th</sup> day of September, 2001.

  
Aram Michael Toroyan

STATE OF FLORIDA                    }  
  :SS  
COUNTY OF PALM BEACH            }

I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared Aram Michael Toroyan, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and notarial seal at West Palm Beach, Palm Beach County, Florida, this 27<sup>th</sup> day of September, 2001.

  
Notary Public, State of Florida at Large  
  
Print Name of Notary Public

My Commission Expires: (SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That TOROYAN & COMPANY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 500 NE Spanish River Boulevard, Suite 12, Boca Raton, Florida 33431, has named Aram Michael Toroyan, 500 NE

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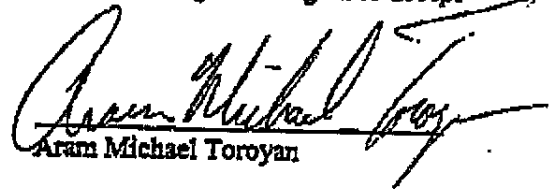
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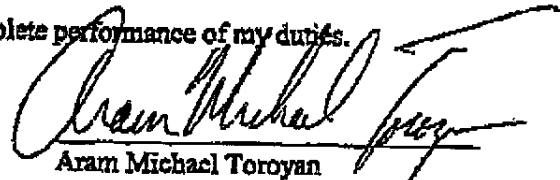
Spanish River Boulevard, Suite 12, Boca Raton, Florida 33431, as its registered agent to accept service of process within this State.

September 27, 2001.

  
Aram Michael Toroyan

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

September 27, 2001

  
Aram Michael Toroyan

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