

CORPORATION(S) NAME

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W.P. Varifier

# ARTICLES OF INCORPORATION OF FLORIDA'S FINEST SERVICES, Inc.

The undersigned incorporator to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

#### ARTICLE I

The name of this Corporation:

FLORIDA'S FINEST SERVICES, Inc.

P.O. Box 11535

Ft. Lauderdale FL 33339



#### ARTICLE II

This Corporation shall have perpetual existence, commencing upon filing of these articles of incorporation with the Florida Secretary of State.

#### ARTICLE III

#### <u>Purpose</u>

This Corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE IV

#### **Powers**

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

- (I) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
  - (r) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

#### **INDEMNITY**

The corporation shall indemnify its directors, officers and employees as follows:

- (a) Every director, officer, or employee of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made party, or in which he/she may become involved, by reason of being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise or any settlement thereof, whether or not he/she is a director, offer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjusted guilty of willful mis-feasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.
- (b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of the Article V.

#### ARTICLE VII

#### Capital Stock

This Corporation is authorized to issue 1000 shares of one dollar par value common stock, which shall be designated Common Shares.

#### ARTICLE VIII

## **Initial Registered Office and Agents**

The street address of the initial registered office and the name of the initial registered agent of this Corporation shall be:

MICHAEL A. PELUSO

P.O. Box 11535

Et Lauderdale FL 33339 2841 M. OCEAN BOUD #507 FTLANDERDALE PC, 33308

ARTICLE VIIII

**Board of Directors** 

This Corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1).

CHARLES BOWMAN: Vice President

P.O. Box 11535

Ft. Lauderdale FL 33339

MICHAEL A. PELUSO: President

P.O. Box 11535

Ft. Lauderdale FL 33339

#### ARTICLE IX

#### **Incorporator**

The name and address of the persons signing these Articles and serving as the sole incorporators are:

CHARLES BOWMAN 1498 NE 39<sup>th</sup> ST OAKLAND PARK,FL 33334 MICHAEL A. PELUSO 2841 N.Ocean Blvd #507 Ft. Lauderdale, FL 33308

#### ARTICLE X

#### **Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

### ARTICLE IXI

## **Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned sole incorporator executed these Articles of Incorporation, this 15 day of November, 2001.

CHARLES BOWMAN

Incorporator

MICHAEL A. PELUSO

Incorporator

## ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

MICHAEL PELUSO

Dated this 15th day of Nov 2001

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SECRETARY OF STATE