

# PO000119406

## 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.**

(((H01000122228 9)))

**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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 DEC 18 PM 12:28

FILED

## FLORIDA PROFIT CORPORATION OR P.A.

am financial services, inc.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

DEC 18 2001

9

12/18/01 11:28 AM

DEC-18-2001 11:34

101000122228

FILED  
01 DEC 18 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9

## ARTICLES OF INCORPORATION

OF

AM FINANCIAL SERVICES, INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

### ARTICLE I - Name and Address

The name and address of this Corporation is:

AM Financial Services, Inc.  
1701 East Atlantic Boulevard #2  
Pompano Beach, FL 33060

### ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

### ARTICLE III - Purpose

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

C:\Winword\Letters\Articles.DOC

101000122228

#### ARTICLE IV - Capital Stock

This Corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (1.00) par value common stock, which shall be designated "Common Shares".

#### ARTICLE V - Initial Capital

The amount of capital with which this Corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

#### ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase this pro rata share thereof (as nearly as may be come without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 1701 East Atlantic Boulevard #2 , Pompano Beach, Fl. 33060. The name of the Initial Registered agent of this corporation at that address is Irwin Millstein.

**ARTICLE VIII - Initial Board of Directors**

The initial Board of Directors of this Corporation shall have ONE (1) Director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1).

Irwin Millstein

These Officers shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified.

**ARTICLE IX - Incorporator**

The name and address of the person signing these Articles of Incorporation is:

Irwin Millstein  
1701 East Atlantic Boulevard #2  
Pompano Beach, Florida 33060

**ARTICLE X - Indemnification**

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI - By-Laws**

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

#### **ARTICLE XII - Restrictions on Transfer of Stock**

Shares held by the initial shareholders may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

#### **ARTICLE XIII - Calling of Special Meetings**

Special meetings of Shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

#### **ARTICLE XIV - Shareholder Quorum and Voting**

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XV - Management of Corporation by Directors**

All corporate powers shall be exercised by or under the authority of, and business affairs of this corporation shall be managed under the direction of the Board of Directors of the Corporation.

#### **ARTICLE XVI - Removal of Directors**

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

#### **ARTICLE XVII - Director Quorum and Voting**

FIFTY-ONE PERCENT (51%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) shall be the act of the Board of Directors.

**ARTICLE XV111 - Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIX - Action by Directors Without a Meeting**

The Directors of this Corporation may take action by written consent, as provided by law.

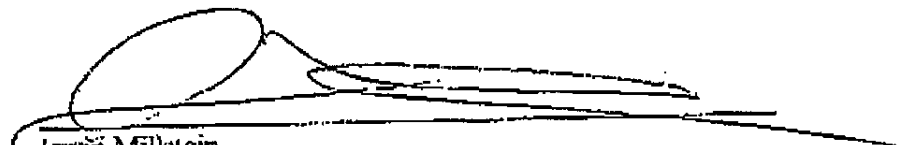
**ARTICLE XX - Dividends**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

**ARTICLE XXI - Amendment**

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these  
Articles of Incorporation at Pompano Beach, Florida on this 18th day of  
December, 2001 for the uses and purposes aforesaid.



Irwin Millstein



H01000122228

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

In pursuance of chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: AM Financial Services, Inc., Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Pompano Beach, County of Broward, State of Florida has named below as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this certificate, I hereby accept to act in this capacity, and agree to comply with provision of said Act relative to keeping open said office.

By: 

Irwin Millstein

8

H01000122228

FILED

01 DEC 18 PM 12:28

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA