

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.**

((H02000137786 8)))

**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

02 MAY 13 AM 9:16

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**FLORIDA PROFIT CORPORATION OR P.A.**

**urban painting corp.**

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

SMITH MAY 14 2002

H02000 137786

## ARTICLES OF INCORPORATION

OF

URBAN PAINTING CORP.

## ARTICLE I - NAME

The name of this corporation is URBAN PAINTING CORP.

## ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

## ARTICLE III - PURPOSE

1. 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.
2. To conduct its business of interior and exterior painting, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.
3. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
4. To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
5. To make donations for the public welfare or for charitable, scientific, or educational purposes.
6. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

Prepared by:  
Francisco J. Ortega, Esq.  
Florida Bar Number: 0258740  
6500 N.W. 72<sup>nd</sup> Avenue  
Miami, Florida 33166

H02000 137786

02 MAY 13 AM 9:16  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

7. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option 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.
8. 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.
9. 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.
10. To have and exercise all powers necessary or convenient to effect its purposes.
11. This corporation is organized for the purpose of transacting any and all lawful business not provided herein.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES."

#### ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, 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 his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 6500 N.W. 72<sup>nd</sup> Avenue, Miami, Florida 33166 and the name of the initial registered agent of this corporation at that address is Francisco J. Ortega. The principal place of business/mailling address of this corporation is 700 W. 51<sup>st</sup> Street, Miami Beach, Florida 33140.

Prepared by:  
Francisco J. Ortega, Esq.  
Florida Bar Number: 0258740  
6500 N.W. 72<sup>nd</sup> Avenue  
Miami, Florida 33166

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

**P/S/D**

Moshe Cosicher

700 W. 51<sup>st</sup> Street.

Miami Beach, Florida 33140

**VP/D**

Rodolfo Tomarchio

700 W. 51<sup>st</sup> Street

Miami Beach, Florida 33140

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these articles is:

Francisco J. Ortega

6500 N.W. 72<sup>nd</sup> Avenue

Miami, Florida 33166

**ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

**ARTICLE XI - SHAREHOLDER QUORUM AND VOTING**

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Prepared by:

Francisco J. Ortega, Esq.

Florida Bar Number: 0258740

6500 N.W. 72<sup>nd</sup> Avenue

Miami, Florida 33166

### ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

### ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservations.

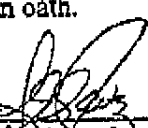
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13<sup>th</sup> day of May, 2002.

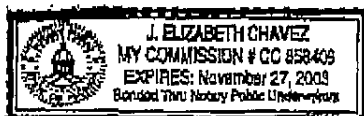
  
Francisco J. Ortega, Incorporator

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledge before me this 13<sup>th</sup> day of May, 2002, by FRANCISCO J. ORTEGA who is personally known by me or who has produced \_\_\_\_\_ as identification and who did take an oath.

  
Notary Public, State of Florida



Prepared by:  
Francisco J. Ortega, Esq.  
Florida Bar Number: 0258740  
6500 N.W. 72<sup>nd</sup> Avenue  
Miami, Florida 33166

H02000137786

I, the undersigned, having been named as initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.



FRANCISCO J. ORTEGA, REGISTERED AGENT

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAY 13 AM 9:16

Prepared by:

Francisco J. Ortega, Esq.

Florida Bar Number: 0258740

6500 N.W. 72<sup>nd</sup> Avenue

Miami, Florida 33166

H02000137786