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ACCOUNT NO. : 072100000032

REFERENCE : 584482 82378A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 16, 2002

ORDER TIME : 4:40 PM

ORDER NO. : 584482-005

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq  
John S. Dzurak Attorney At Law

306 East Olympia Avenue

Punta Gorda, FL 33950

DOMESTIC FILING

NAME: THE GOLDEN ROOM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

2555  
1002-14403

FILED  
2002 MAY 17 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
02 MAY 17 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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✓  
5/20/02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED

2002 MAY 17 AM 10:56

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

May 17, 2002

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: THE GOLDEN ROOM, INC.  
Ref. Number: W02000014403

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
02 MAY 17 PM 2:56

We have received your document for THE GOLDEN ROOM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 802A00031801

**ARTICLES OF INCORPORATION**  
**OF**  
**THE GOLDEN ROOM, INC.**

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**FILED**  
**2002 MAY 17 AM 10:56**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned, **JOHN S. DZURAK, ESQUIRE**, as Incorporator, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

**THE GOLDEN ROOM, INC.**

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of five thousand (5,000) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

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 or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 5605 McCall Road South, Englewood, Florida 34223; and the name of its initial Registered Agent is **SERGIO A. SMITH**, whose mailing address is 5605 McCall Road South, Englewood, Florida 34223. The mailing address of the corporation is 5605 McCall Road South, Englewood, Florida 34223.

The Acceptance is attached hereto as Exhibit "A"

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

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

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>SERGIO A. SMITH</b>	5605 McCall Road South Englewood, Florida 34223
<b>JEROME BECKER</b>	5605 McCall Road South Englewood, Florida 34223

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **JEROME BECKER**, and the first Secretary/Treasurer shall be **SERGIO A. SMITH**. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
SERGIO A. SMITH	5605 McCall Road South Englewood, Florida 34223	1,000	\$ 500.00
JEROME BECKER	5605 McCall Road South Englewood, Florida 34223	1,000	\$500.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

#### XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

#### XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

#### XIV.

Directors of this corporation need not be residents of the State of Florida.

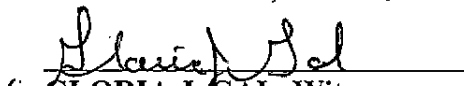
#### XV.

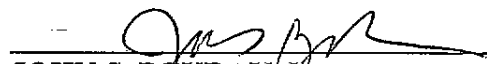
This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the

holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13<sup>th</sup> day of May, 2002.

  
GAIL MANLEY, Witness

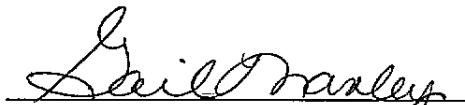
  
GLORIA J. GAL, Witness

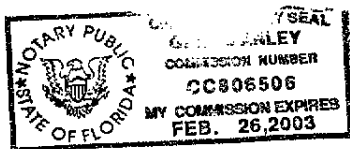
  
JOHN S. DZURAK, Incorporator  
P. O. Box 510400  
Punta Gorda, Florida 33950

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 13<sup>th</sup> day of May, 2002, by **JOHN S. DZURAK**, Incorporator, who is personally known to me, ~~or who has produced \_\_\_\_\_ as identification.~~

My commission expires:

  
GAIL MANLEY, Notary Public  
State of Florida at Large



FILED

EXHIBIT "A"

2002 MAY 17 AM 10:56

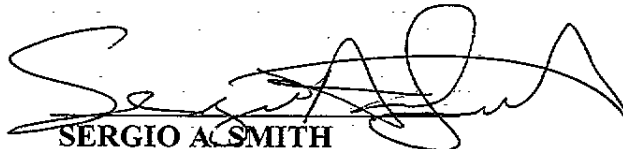
**CERTIFICATE DESIGNATING REGISTERED  
OFFICE AND REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

That THE GOLDEN ROOM, INC., desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 5605 McCall Road <sup>South</sup> Englewood, Florida, <sup>342-2-3</sup> has named **SERGIO A. SMITH**, located at 5605 McCall Road <sup>South</sup> Englewood, Florida, <sup>342-2-3</sup> and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for \_\_\_\_\_  
THE GOLDEN ROOM, INC., the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: May 9, 2002.

  
**SERGIO A. SMITH**  
Registered Agent