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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
Division of Corporations
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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

FLORIDA PROFIT CORPORATION OR P.A.

a.e.m. properties, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

(6)

A.E.M. PROPERTIES, INC.

WE, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607 and subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be:

A.E.M. PROPERTIES, INC.

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The general nature of the business to be transacted by this Corporation shall be to engage in the business of buying, owning, selling, leasing, managing and constructing improvements upon real property, and in general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE THREE

The maximum number of shares of stock which the Corporation shall have outstanding at any time shall be One Hundred Twenty (120) shares, common stock, One (\$1.00) Dollar par value. All or any part of the capital stock may be paid for either in lawful monies of the United States of

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America, or in other assets transferred to the Corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE FOUR

The principal office of the Corporation shall be located at:

435 NW 87th Terrace
Coral Springs, Florida 33071

ARTICLE FIVE

This Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1), nor more than five (5).

The Corporation shall indemnify all officers, directors, agents and employees of the Corporation to the fullest extent permitted by law.

ARTICLE SIX

The names and addresses of the members of the First Board of Directors and officers who shall hold office are as follows:

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Erik Bloom	435 NW 87 th Terrace Coral Springs, Florida 33071
Michael Cucchiarelli	9751 Riverside Drive Coral Springs, Florida 33071
Arthur D'Atile	6039 NW 3 rd Street Margate, Florida 33063

OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Erik Bloom	President	435 NW 87 th Terrace Coral Springs, Florida 33071
Michael Cucchiarelli	Vice President	9751 Riverside Drive Coral Springs, Florida 33071
Arthur D'Atile	Secretary	6039 NW 3 rd Street Margate, Florida 33063

ARTICLE SEVEN

The names and addresses of each of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Erik Bloom	435 NW 87 th Terrace Coral Springs, Florida 33071

ARTICLE EIGHT

This Corporation shall have full power to carry on and transact each or all of the business enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

ARTICLE NINE

The registered Agent for service of process in the State of Florida, and its registered office shall be:

Erik S. Bloom, Esq.
435 NW 87th Terrace
Coral Springs, Florida 33071

ARTICLE TEN

The duration of the Corporation's existence shall extend for the period beginning on the date of the filing of these Articles and extend perpetually.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hand and affixed their seal on this 12th day of July, 2002.


ERIK S. BLOOM

[INTENTIONALLY LEFT BLANK]

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ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of:

A.E.M. PROPERTIES, INC.

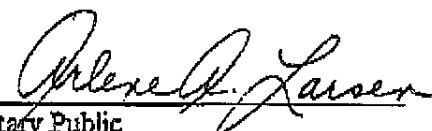
to accept service of process, hereby accepts such designation.


ERIK BLOOM

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared ERIK BLOOM known to me to be the person described in, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at said County and State, this 12th day of July, 2002.


Notary Public

My Commission Expires:

