

LAW OFFICES  
**STEPHEN L. SHOCHET**  
CRYSTAL CORPORATE CENTER  
2500 NORTH MILITARY TRAIL  
SUITE 205  
BOCA RATON, FLORIDA 33431  
TELEPHONE (561) 998-0440  
FAX (561) 998-0442

**FILED**  
02-JUL 23 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P02000080229**

June 14, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**400005858084--2**  
-06/19/02--01031--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: ANDOVER REED CORPORATION**

To Whom It May Concern:

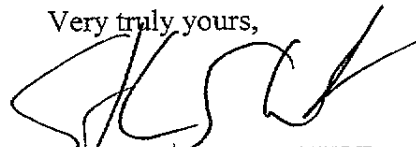
Enclosed please find the following:

1. Original and copy of Articles of Incorporation; and
2. This firm's check in the amount of \$78.75 for the filing fee and return of a certified copy of the articles.

In addition, I am enclosing the original of a letter signed by Richard Berke, individually and as sole shareholder, president and director of that dissolved corporation, Andover Reed, Inc. confirming that he has no intention of revoking the dissolution of that corporation and stating that the Florida Department of State may rely on this statement in granting Michael Rudikoff the right to the corporate name, Andover Reed Corporation.

Thank you for your attention to this matter.

Very truly yours,

  
STEPHEN L. SHOCHET

SLS/om  
Enc

**5018105**  
**SE**  
**7/23**



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 21, 2002

STEPHEN L. SHOCHET  
CRYSTAL CORPORATE CENTER  
2500 NORTH MILITARY TRAIL SUITE #205  
BOCA RATON, FL 33431

SUBJECT: ANDOVER REED CORPORATION  
Ref. Number: W02000018105

We have received your document for ANDOVER REED CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6965.

Shannon Elliott  
Document Specialist  
New Filing Section

Letter Number: 902A00040101



*Doorway to a Man's World*

217 ROYAL POINCIANA WAY • PALM BEACH, FL 33480 • (561) 655-3921

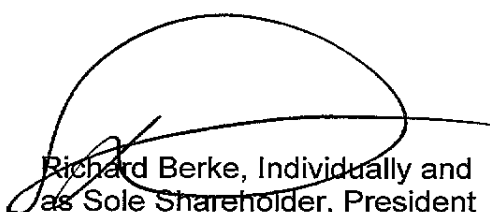
May 7, 2002

Florida Department of State  
Division of Corporations  
Tallahassee, FL 32314

Re: Andover-Reed, Inc. and Andover-Reed Corporation

To whom it may concern:

This will confirm that I, Richard Berke, have no intention of revoking the dissolution of my previously corporation, Andover-Reed, Inc. or further using said corporate name. I understand that the Florida Department of State will be relying on this statement to approve Michael Rudikoff's use of the name Andover-Reed Corporation.



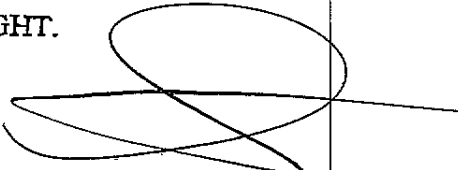
Richard Berke, Individually and  
as Sole Shareholder, President  
and Director of that dissolved  
corporation, Andover-Reed, Inc.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer personally appeared Richard Berke who, after being duly sworn deposes and says under oath:

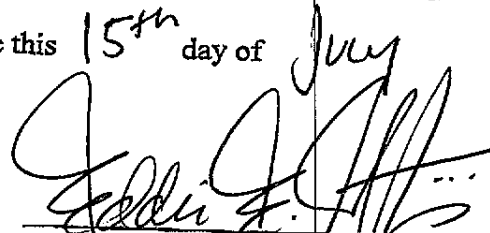
1. I, Richard Berke, was the President, Vice President and Director of "Andover Reed, Inc." a Florida Profit Corporation.
2. Andover Reed, Inc. was administratively dissolved for annual report on September 21, 2001.
3. I, Richard Berke, have no intention of revoking the dissolution of Andover Reed, Inc. or of further using said corporate name.
4. I understand that the Florida Department of State will be relying on this statement to approve the use of the name Andover Reed Corporation prior to the passage of one year from the administrative dissolution of Andover Reed, Inc.

FURTHER AFFIANT SAYETH NAUGHT.

  
RICHARD BERKE

Before me personally appeared RICHARD BERKE, to me well known or who produced a Florida Driver License as identification and who did take an oath.

Subscribed and sworn to before me this 15<sup>th</sup> day of July, 2002.

  
NOTARY PUBLIC - State of Florida at  
Large

My commission expires, III  
Commission # 00878180  
Expires Nov. 27, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.



**ARTICLES OF ORGANIZATION  
OF  
ANDOVER REED CORPORATION**

**FILED**  
02 JUL 23 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

**ARTICLE I**

**Name and Address**

The name of the proposed corporation shall be ANDOVER REED CORPORATION. Its initial address shall be 2500 N. Military Trail, Suite 205, Boca Raton, Florida 33431.

**ARTICLE II**

**Duration**

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Purpose**

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licenses, of any corporation,, partnership, joint venture trust and/or other enterprise.
2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

#### ARTICLE IV

##### Capital Stock

This corporation is authorized to issue One Thousand Two Hundred shares (1,200) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address and of the initial registered office of this corporation is 2500 N. Military Trail-Suite 205-Boca Raton, FL 33431.

The name of the initial registered agent of this corporation at that address is Stephen L. Shochet, Esquire.

#### ARTICLE VI

##### Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The names and addresses of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

STEPHEN L. SHOCHET  
2500 N. Military Trail – Suite 205  
Boca Raton, FL 33431

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

### Subscribers

The names and addresses of the persons signing these Articles as subscriber are:

STEPHEN L. SHOCHET

2500 N. Military Trail – Ste 205  
Boca Raton, FL 33431

### ARTICLE VIII

#### Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

### ARTICLE IX

#### Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of the stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

### ARTICLE X

#### Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

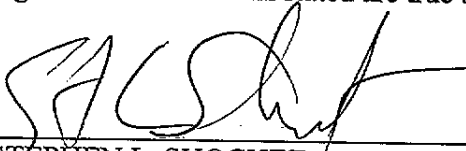
### ARTICLE XI

#### Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with the provisions set forth in the Bylaws.

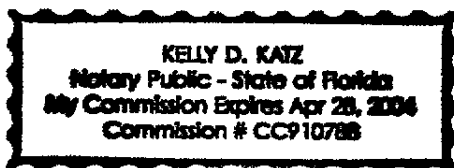
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital

stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 29<sup>th</sup> day of May, 2002.

  
STEPHEN L. SHOCHET

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, STEPHEN L. SHOCHET personally appeared to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purpose therein expressed and did take an oath.



My Commission Exp.

4-28-04

NOTARY PUBLIC

  
State of Florida at Large

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, 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.

  
STEPHEN L. SHOCHET.