

Division of Corporations  
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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : THOMAS M. CLARK, P.A.  
Account Number : 072100000445  
Phone : (954) 776-3800  
Fax Number : (954) 776-3825

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

**Adagio, Inc.**

Certificate of Status	1
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Page Count	04
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

September 12, 2003

THOMAS M CLARK, P.A.

SUBJECT: ADAGIO, INC.  
REF: W03000026051

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

The conflict is L000000012073.

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Tracy Smith  
Document Specialist  
New Filings Section

FAX Aud. #: H03000275339  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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03 OCT -6 AM 9: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ADAGIO, INC.**

**ARTICLE I - NAME**

The name of this corporation is **ADAGIO, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all legal business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value stock.

**ARTICLE V - PRE-EMPTIVE 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 his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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Prepared by: Thomas M. Clark, Esq.  
Thomas M. Clark, P.A.  
2400 E. Commercial Blvd. #820  
Ft. Lauderdale, Florida 33308  
(954) 776-3800  
Florida Bar No. 141497

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

The street address of the initial principal office of this corporation is 19232 Cloister Lake Lane, Boca Raton, FL 33498, and the name and address of the initial registered agent of this corporation is Thomas M. Clark, at 2400 E. Commercial Boulevard, #820, Fort Lauderdale, FL 33308.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director 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 Director of this corporation is:

Jacob Eyal  
19232 Cloister Lake Lane  
Boca Raton, FL 33498

#### **ARTICLE VIII - INCORPORATOR**

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

Thomas M. Clark  
2400 E. Commercial Boulevard, #820  
Fort Lauderdale, FL 33308

#### **ARTICLE IX - INDEMNIFICATION**

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

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### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation on September 11, 2003.

  
THOMAS M. CLARK

STATE OF FLORIDA

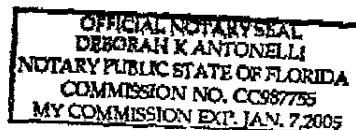
COUNTY OF BROWARD

BEFORE ME personally appeared THOMAS M. CLARK, to me well known and known to me to be the person described in and who executed the foregoing instrument, or who produced N/A as identification, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11 day of September, 2003.

  
NOTARY PUBLIC

My commission Expires:  
(Seal)



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Prepared by: Thomas M. Clark, Esq.

Thomas M. Clark, P.A.

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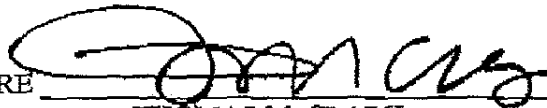
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST THAT ADAGIO, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT  
THE CITY OF BOCA RATON, STATE OF FLORIDA, HAS NAMED THOMAS M. CLARK,  
AT 2400 E. COMMERCIAL BOULEVARD, #820, FORT LAUDERDALE, FL 33308, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



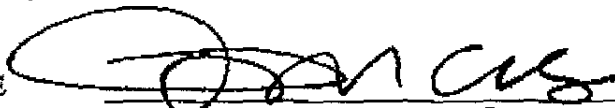
THOMAS M. CLARK  
INCORPORATOR

TITLE

DATE: SEPTEMBER 11, 2003

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 ACCEPT TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE



THOMAS M. CLARK, REGISTERED AGENT

DATE: SEPTEMBER 11, 2003

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Prepared by: Thomas M. Clark, Esq.  
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