

P03000115823

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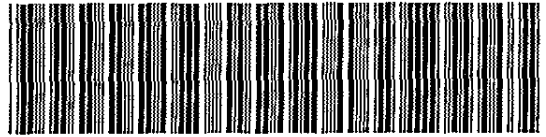
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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203-29068
TS
10/17/03

HOLLAND & KNIGHT LLP

One Progress Plaza
200 Central Avenue, Suite 1600
P.O. Box 3542 (ZIP 33731-3542)
St. Petersburg, Florida 33701

727-896-7171
FAX 727-822-8048
www.hklaw.com

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*Holland & Knight LLC
**Representative Office

October 13, 2003

Tracy Smith, Document Specialist
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Brian A. Flores, Inc.
W03000029068

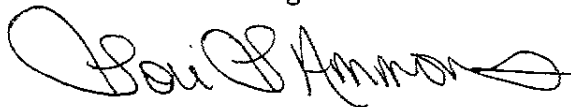
Dear Tracy:

Pursuant to your request, I am enclosing the Articles of Incorporation for filing with the Secretary of State. We have changed the corporate name from "Flores, Inc." to "Brian A. Flores, Inc."

Once filed, please return the certified copies to our office. If you have any questions, please call me. Thanks.

Sincerely,

Holland & Knight LLP



Lori L. Ammons
Legal Assistant

cc: Brian Flores (w/o enclosures)
Enclosures

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

RECEIVED

03 OCT 16 AM 10:25

STATE
TALLAHASSEE, FLORIDA

October 8, 2003

HOLLAND & KNIGHT LLP
ONE PROGRESS PLAZA 200 CENTRAL AVE STE16
ST PETERSBURG, FL 33701

SUBJECT: FLORES, INC.
Ref. Number: W03000029068

We have received your document for FLORES, INC. 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 existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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) 245-6927.

Tracy Smith
Document Specialist
New Filings Section

Letter Number: 803A00055148

**ARTICLES OF INCORPORATION
OF
BRIAN M. FLORES, INC.**

The undersigned incorporator, for the purpose of forming a corporation, hereby adopts the following Articles of Incorporation pursuant to the Florida Business Corporation Act, Chapter 607, FLORIDA STATUTES:

**Article 1
Name**

The name of this corporation is:

BRIAN M. FLORES, INC.

**Article 2
Effective Date and Duration**

This corporation shall exist perpetually commencing as of the date of the filing of these Articles of Incorporation of record by the Florida Department of State.

**Article 3
Purposes**

This corporation is organized for pecuniary profit, and may engage in any lawful activity or business permitted to be engaged in by a corporation under Florida law.

**Article 4
Capital Stock**

This corporation is authorized to issue ONE MILLION (1,000,000) shares of Common Stock, each having a par value of ONE HUNDREDTH OF A CENT (.01¢).

**Article 5
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 8102 Sheldon Road #407, Tampa, FL 33615. The name of the initial registered agent of this corporation at that address is Brian Michael Flores.

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TALLAHASSEE, FLORIDA

Article 6
Principal Office

The principal office of this corporation is:

8102 Sheldon Road #407
Tampa, FL 33615

Article 7
Mailing Address

The mailing address of this corporation is:

8102 Sheldon Road #407
Tampa FL 33615

Article 8
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be one (1) director. The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1) director. The name and address of the initial director comprising the first Board of Directors of this corporation is:

BRIAN MICHAEL FLORES
8102 Sheldon Road #407
Tampa, FL 33615

Article 9
Incorporator

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

BRIAN MICHAEL FLORES
8102 Sheldon Road #407
Tampa, FL 33615

Article 10

Bylaws

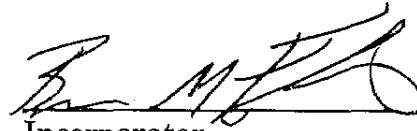
The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, is vested in the Board of Directors; subject, however, to repeal or change by action of the shareholders.

Article 11

Amendment

This corporation reserves the right to amend or repeal any provision 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 these Articles of Incorporation this 2nd day of October, 2003.


Incorporator

~~FLORES, INC.~~

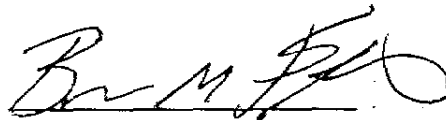
BRIAN M. FLORES, INC.

Registered Agent

Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for FLORES, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 2, 2003.


Registered Agent

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