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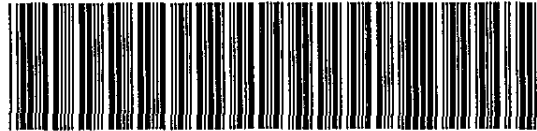
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Law Office Of
STANLEY B. LEWIS, P.A.
20295 NW 2ND AVENUE, SUITE 211, MIAMI, FL 33169
POST OFFICE BOX 69-3692, Miami, FL 33269-3692 (Mailing Address)

Licensed in Florida and Arkansas

Telephone: (305) 654-8011
Facsimile: (305) 654-9490

November 1, 2003

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation:
Burke's Mercantile, Inc.

Dear Sir/Madam:

Enclosed are the following regarding the above-referenced corporation:

- (1) original and copy of Articles of Incorporation;
- (2) check #1166 in the sum of \$78.75 for filing and certified copy.

Please file the documents and forward a filed stamped, certified copy of the Articles of Incorporation to the following:

Law Office of Stanley B. Lewis, P.A.
P.O. Box 69-3692
Miami, Florida 33269-3692

Thank you in advance for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encls (3)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BURKE'S MERCANTILE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is **BURKE'S MERCANTILE, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and its mailing address is 10947 NW 27 Avenue, Miami, Florida 33167.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the

price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 10947 NW 27 Avenue, Miami, Florida 33167 and the registered agent at that office is RAYMOND W. BURKE.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

ARTICLE IX: OFFICERS

The officers of the corporation shall be as follows:

RAYMOND W. BURKE (President)
10947 NW 27th Avenue
Miami, FL 33167

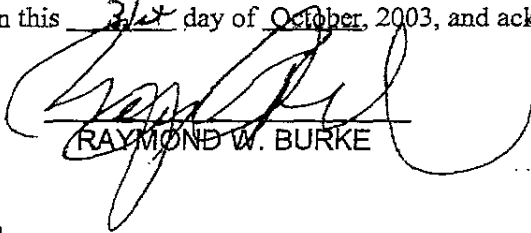
BRENDA D. WILSON (Vice President)
10947 NW 27th Avenue
Miami, FL 33167

ARTICLE IX: INCORPORATORS

The incorporator of the Corporation is as follows:

RAYMOND W. BURKE (President)
10949 NW 27th Avenue
Miami, FL 33167

IN WITNESS WHEREOF, I, RAYMOND W. BURKE, the undersigned incorporator, have signed these Articles of Incorporation on this 31st day of October, 2003, and acknowledged the same to be my act.


RAYMOND W. BURKE

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31st day of October, 2003 by RAYMOND W. BURKE, who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **BURKE'S MERCANTILE, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named **RAYMOND W. BURKE** at 10947 NW 27th Avenue in the City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

BY


RAYMOND W. BURKE

DATED: 11-3-2003