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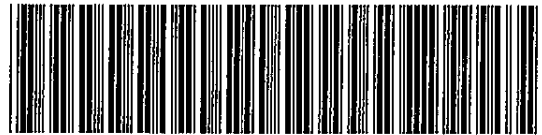
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 353621 149697A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : December 10, 2003

ORDER TIME : 11:44 AM

ORDER NO. : 353621-005

CUSTOMER NO: 149697A

CUSTOMER: Karen M. Brown, Legal Asst  
Swann & Hadley, P.a.

Suite 350  
1031 West Morse Boulevard  
Winter Park, FL 32789

DOMESTIC FILING

NAME: ROCK 419, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION  
OF  
ROCK 419, INC.**

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be **Rock 419, Inc.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of the corporation shall be **550 North Bumby Avenue, Suite 190, Orlando, Florida 32803.**

**ARTICLE III - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE IV - GENERAL PURPOSE**

The general purpose for which the corporation is organized shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated Common Shares with a par value of ten cents (\$.10) per share.

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

The initial street address of the registered office of the corporation in the state of Florida is 1031 West Morse Boulevard, Suite 350, Winter Park, Florida 32789. The name of the initial registered agent of the corporation at such address is Swann & Hadley, P.A.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of the corporation shall be **one (1)**.
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the

minimum number of directors required by applicable law.

C. The name and address of the initial member of the Board of Directors, who shall hold office until his successors are duly elected and have qualified, is:

<b><u>Name</u></b>	<b><u>Address:</u></b>
Gregg I. Zuckerman	550 North Bumby Avenue Suite 190 Orlando, Florida 32803

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

The name and street address of the incorporator of the corporation is:

<b><u>Name</u></b>	<b><u>Address:</u></b>
Gregg I. Zuckerman	550 North Bumby Avenue Suite 190 Orlando, Florida 32803

#### **ARTICLE IX - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

#### **ARTICLE X - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

#### **ARTICLE XI - INDEMNIFICATION**

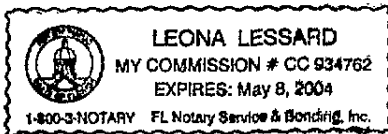
The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 3<sup>rd</sup> day of December, 2003.

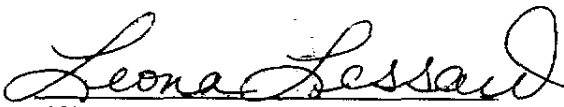
  
Gregg I. Zuckerman, Incorporator

STATE OF FLORIDA           )  
  ) ss:           =  
COUNTY OF ORANGE       )

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of December, 2003, by Gregg I. Zuckerman. He is personally known to me or has provided \_\_\_\_\_ (type of identification) and did take an oath.



(NOTARIAL SEAL)

  
NOTARY PUBLIC  
Printed Name: LEONA LESSARD

My Commission Expires: 5/8/04

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Swann & Hadley, P.A., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0505 the Florida Business Corporation Act.

**Swann & Hadley, P.A.**

BY: 

Richard R. Swann

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