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FLORIDA PROFIT CORPORATION OR P.A.

virginia street fulton, inc.

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ARTICLES OF INCORPORATION

OF

VIRGINIA STREET FULTON, INC.

⑤

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

VIRGINIA STREET FULTON, INC.

The principal place of business of this corporation shall be:

3006 Aviation Avenue, #3A
Miami, FL 33133

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ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States. The State of Florida, or any other state, country, territory or nation.

ARTICLE III
DURATION

This corporation shall exist in perpetuity.

ARTICLE IV
STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, having no par value per share which shall be designated as common shares, requiring a paid in capital of \$500.00.

PREPARED BY: RICHARD M. SEPLER, ESQ.
3006 Aviation Avenue, #3A, Miami, FL 33133
Telephone: (305) 444-6101
Fla. Bar No.: 072391

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ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in this Article shall be construed to allow for cumulative voting of said shares.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 3006 Aviation Avenue, #3A, Miami, Florida 33133, and the name of the initial Registered Agent of the corporation at that address is Stanley M. Fulton.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of directors may either be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The name and street address of the initial members of the Board of Directors is:

Stanley M. Fulton
President, Secretary, Treasurer, Director
3006 Aviation Avenue, #3A
Miami, FL 33133.

ARTICLE VIII
AMENDMENTS

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

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation or until his successors are elected or appointed is:

Stanley M. Fulton
President, Secretary, Treasurer, Director
3006 Aviation Avenue, #3A
Miami, Florida 33133.

ARTICLE XI
SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Stanley M. Fulton
3006 Aviation Avenue, #3A
Miami, Florida 33133.

ARTICLE XII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 9th day of April, 2004.

Stanley M. Fulton
STANLEY M. FULTON

STATE OF MARYLAND)
COUNTY OF)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 10th day of April, 2004, by STANLEY M. FULTON, who is personally known to me or has produced a driver's license as identification and who did/did not take an oath.

Y. AHN
By:
NOTARY PUBLIC, State of Maryland

YOUNG J. AHN
NOTARY PUBLIC
State of Maryland
My Comm. Expires Oct. 1, 2004

TOTAL P.05

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

In compliance with Chapter 48, Section 48.091, Florida Statutes, the following is submitted:

First That VIRGINIA STREET FULTON, INC., a Florida corporation, with its principal place of business as indicated in the Articles of Incorporation, desiring to organize or qualify under the laws of the State of Florida, has named STANLEY M. FULTON, as its agent to accept Service of Process within the state at 3008 Aviation Avenue, #3A, Miami, Florida 33133.

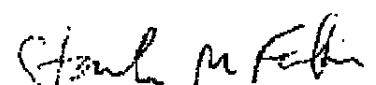
Dated: April ____, 2004.

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MIAMI, FLORIDA 33133


STANLEY M. FULTON, Subscriber

Having been named to accept Service of Process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: April ____, 2004


STANLEY M. FULTON
Registered Agent for
VIRGINIA STREET FULTON, INC.
a Florida corporation

#040000079189