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EFFECTIVE DATE

07-30-04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 AUG -2 PM 2:59

•LEFKOWITZ, BLOOM & SHAW, P.A.

ATTORNEYS AND COUNSELORS AT LAW

IVAN M. LEFKOWITZ*
GWEN D. BLOOM +
THOMAS C. SHAW

430 NORTH MILLS AVENUE
ORLANDO, FLORIDA 32803

TELEPHONE (407) 425-1974
FACSIMILE (407) 425-1981
WEBSITE: ORLANDOLAW.ORG

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS

July 30, 2004

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Beat the Box of Orlando, Inc.
Effective Date: July 30, 2004

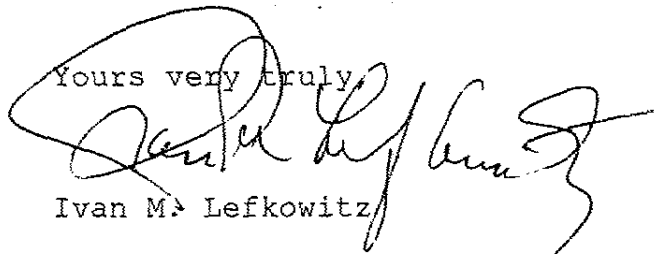
Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of the above proposed corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

A check is also enclosed in the total amount of \$78.75 to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for designation of registered agent.

Yours very truly


Ivan M. Lefkowitz

IML:cey
Enclosures
cc: Shylo Sorensen, Manager

ARTICLES OF INCORPORATION
OF
BEAT THE BOX OF ORLANDO, INC.

ARTICLE I - NAME

The name of this corporation is BEAT THE BOX OF ORLANDO, INC.

ARTICLE II - DURATION

EFFECTIVE DATE

07-30-04

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of \$0.01 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

430 North Mills Avenue
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

IVAN M. LEFKOWITZ

The street address of the corporate offices shall be:

3723 Lake Sarah Drive
Orlando, Florida 32804

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
SHYLO SORENSEN	3723 Lake Sarah Drive Orlando, FL 32804	President/ Treasurer/ Director
FRANS WESTER	13387 Glacier National Drive Apartment #302 Orlando, Florida 32837	Vice Pres./ Secretary/ Director

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

Name

Address

IVAN M. LEFKOWITZ

430 North Mills Ave.
Orlando, FL 32803

ARTICLE VIII CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually or any firm of which any Director may be a member may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE IX INDEMNIFICATION

Every Director and every officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or

indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best interests of this corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled as a matter of law or otherwise.

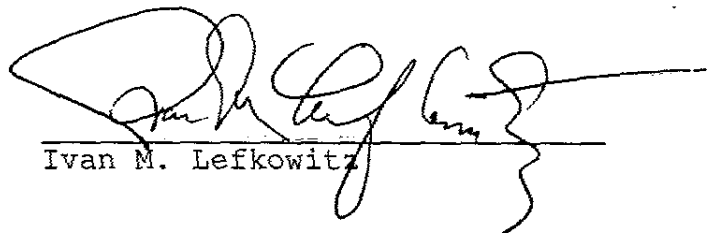
ARTICLE X - BY-LAWS

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

ARTICLE XI - 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 subscriber has executed these Articles of Incorporation this 30 day of JULY, 2004.


Ivan M. Lefkowitz

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

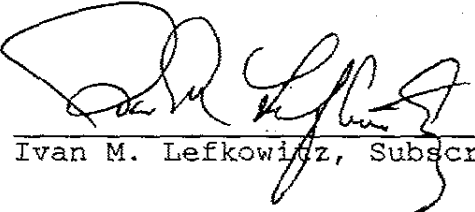
1. The name of the corporation is:

BEAT THE BOX OF ORLANDO, INC.

2. The name and address of the registered agent and office is:

Ivan M. Lefkowitz
430 North Mills Avenue
Orlando, Florida 32803

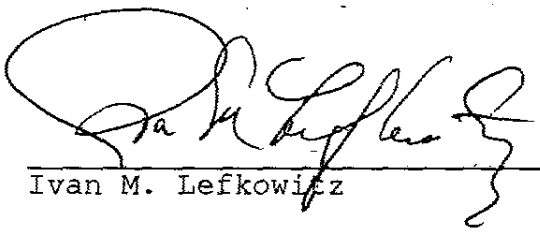
Date: 7/30, 2004


Ivan M. Lefkowitz, Subscriber

ACCEPTANCE

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.

Date: 7/30, 2004


Ivan M. Lefkowitz

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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