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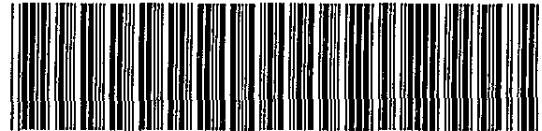
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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: HMS ENTERPRISES, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: JEREMIE SOTO  
Name (Printed or typed)

200 S. BISCAYNE BLD., SUITE 1690  
Address

Miami, FL 33131  
City, State & Zip

(305) 372-0900  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

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TALLAHASSEE, FLORIDA

**Articles Of Incorporation  
of  
HMS Enterprises, Inc.**

04 SEP 13 AM 11:32

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

**Article I  
Name**

The name of the Corporation is HMS Enterprises, Inc..

**Article II  
Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III  
Stock**

**Section A. Authorized Common Voting Shares.** The aggregate number of common voting shares which the Corporation is authorized to issue is 10,000 shares of \$0.01 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. **Liquidation.** Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to

their respective shares.

Section B. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section C. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Corporation is 200 S. Biscayne Blvd. Suite 1690, Miami, Florida 33131, and the name of its initial Registered Agent at such address is Brooks C. Miller PA.

**Article V**  
**Principal Office**

The address of the principal office of the Corporation is 10 Longwood Road, Morris Township, New Jersey 07960.

**Article VI**  
**Incorporator**

The name and address of the Incorporator is:

Brooks C. Miller  
200 S. Biscayne Blvd. Suite 1690  
Miami, Florida 33131

The Incorporator is a natural person over the age of twenty one years.

**Article VII**  
**Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

The corporation is authorized to conduct business in any area allowed under Florida law; special emphasis is on the purchase, renovation, and resale of residential and commercial real property.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

### **Article VIII Directors**

The number of Directors constituting the initial Board of Directors is two and 0/10. The names and addresses of the persons, who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

#### **Name and Address**

Michael Atieh  
10 Longwood Road  
Morris Township New Jersey 07960

Leticia Atieh  
10 Longwood Road  
Morris Township New Jersey 07960

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles Of Incorporation and Bylaws of the Corporation.

### **Article IX Officers**

The Officers of the Corporation may consist of a President, Secretary, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<b><u>Office</u></b>	<b><u>Name and Address</u></b>
President	Leticia Atieh 10 Longwood Road Morris Township, New Jersey 07960
Secretary	Michael Atieh 10 Longwood Road Morris Township, New Jersey 07960

### **Article X Corporate Seal**

This Corporation shall have a corporate seal.

**Article XI**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by any Officer of the Corporation, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

**Article XII**  
**Amendment Of Articles Of Incorporation**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated SEPTEMBER 10, 2004.



Brooks C. Miller  
Incorporator

**Acceptance**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated SEPTEMBER 10, 2004.



Brooks C. Miller  
As President of Registered Agent

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STATE  
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