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FLORIDA PROFIT CORPORATION OR P.A.

ES PROSPERITY MANAGEMENT INC.

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**ARTICLES OF INCORPORATION
FOR
ES PROSPERITY MANAGEMENT INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being the incorporator of corporation referred to herein, executes and files these Articles of Incorporation in accordance with and in compliance with the Florida Statutes and states as follows:

ARTICLE I - NAME

The name of the corporation shall be ES PROSPERITY MANAGEMENT INC.

ARTICLE II - EFFECTIVE DATE

This corporation's effective date shall be the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for corporations, the general nature of the business or businesses to be transacted, and which the corporation is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the corporation powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or

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participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV - PRINCIPAL OFFICE: MAILING ADDRESS

The principal office address is 777 Harbor Isle Court, North Palm Beach, FL 33410 and the mailing address is c/o Eugene Schussheim, 777 Harbor Isle Court, North Palm Beach, FL 33410.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of this limited liability company is David H. Baker, Esq. and his street address is c/o Alley Maass Rogers & Lindsay, P.A., 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

ARTICLE VI - DIRECTORS AND OFFICERS

The initial director and officer of the corporation shall be as follows:

Eugene Schussheim
777 Harbor Isle Court
North Palm Beach, FL 33410

Director

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Eugene Schussheim
777 Harbor Isle Court
North Palm Beach, FL 33410

President and Secretary

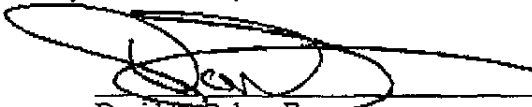
ARTICLE VII - BY-LAWS and AMENDMENTS

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

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is David H. Baker, Esq., c/o Alley Maass Rogers & Lindsay, P.A., 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, in compliance with Florida Statutes, the undersigned incorporator executed these Articles of Incorporation this 27th day of December, 2004.



David H. Baker, Esq.,
Incorporator

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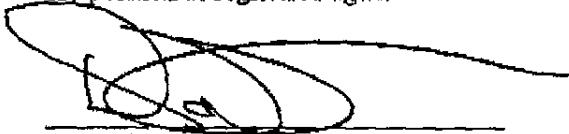
CERTIFICATE
OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is ES Prosperity Management Inc.
2. The name and address of the registered agent and office is:

David H. Baker, Esq.
c/o Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza
Palm Beach, Florida 33480

Having been named as registered agent and to accept service of process for the above 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.



David H. Baker, Esq.

Date: December 27, 2004

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