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To:  
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Fax Number : (850) 205-0381

From:  
Account Name : LAW OFFICES OF BURTON L. RAIMI, P.A.  
Account Number : I20030000018  
Phone : (941) 957-0733  
Fax Number : (941) 957-0449

**FLORIDA PROFIT CORPORATION OR P.A.**

**Five Point Enterprises, Inc.**

Certificate of Status	0
Certified Copy	1
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***LAW OFFICES OF BURTON L. RAIMI, P.A.***

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December 28, 2004

**(BY FACSIMILE ONLY)**

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

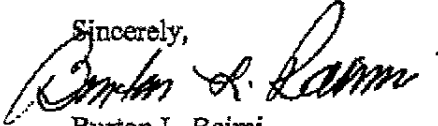
Subject: Incorporation of Five Point Enterprises, Inc.

Dear Sir or Madam:

Attached to this letter are an Electronic Filing Cover Sheet and a three page Articles of Incorporation. The name of the new corporation: ***Five Point Enterprises, Inc.*** is virtually identical to the name of a recently incorporated Limited Liability Company, ***Five Point Enterprises, LLC.***

Both the Limited Liability Company and the new corporation are owned by the same persons: Dominick Giallombardo and Joshua Marti. This office made both filings. For convenience only I have signed the Articles of Incorporation as the incorporator and as the Agent for Service of Process. At the first incorporator's meeting I will turn the corporation over to its two shareholders.

If you have any questions or require any additional information, please do not hesitate to call me.

Sincerely,  
  
Burton L. Raimi

Attachments

cc: Dominick Giallombardo  
Joshua Marti

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ARTICLES OF INCORPORATION

OF

FIVE POINT ENTERPRISES, INC.

The undersigned adopts these articles to form a corporation under Chapters 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be FIVE POINT ENTERPRISES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of the corporation are:

7350 North Lockwood Ridge Road, Sarasota, Florida 34243

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation with the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

This corporation is formed to engage in the business of purchasing and selling real estate, constructing homes or other buildings and in any and all other business activities permitted under the laws of Florida and the United States of America.

ARTICLE V. POWERS

The powers of the corporation are to:

Have all of the powers stated in the Florida Statutes applicable to corporations;

Change the principal office of the corporation to a location within or outside of the State of Florida and establish, from time to time, other locations, within or outside the State of Florida for corporate operations pursuant to the By-Laws, and without the necessity of amending the Certificate Of Incorporation.

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Articles Of Incorporation Of Five Point Enterprises, Inc.

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Invest the funds of this corporation in real estate, mortgages, stocks, bonds, commodities or any other type of investment, and own real and personal property.

Purchase and acquire, in accordance with law and the By-Laws, any or all of its shares owned and held by any person or entity desirous of selling, transferring or otherwise disposing of the said shares.

ARTICLE VI. CONFLICT OF INTEREST

Provided due notice is given to this corporation and the Board or Directors approves:

No contract or other transaction between this corporation with any person, firm or other corporation shall be affected by the fact that any director or officer of this corporation is interested in, in any way connected with, or is a director or officer of, such other person firm or corporation.

Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

ARTICLE VII. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common stock, par value \$.001 per share.

ARTICLE VIII. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's By-Laws. The Directors shall be elected by the shareholders as provided in the By-Laws.

In addition to any powers conferred herein or in the By-Laws, the Board of Directors may, subject to any express limitations contained in these Articles of Incorporation or in the By-Laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the By-Laws shall in no way be deemed to restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the foregoing, the Board of Directors shall have power to make, alter, amend or repeal from time to time the By-Laws of the Corporation and any rights conferred upon the shareholders by the By-laws shall be subject to this reservation.

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ARTICLE X. INDEMNIFICATION

This corporation may indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law, but shall not indemnify such person for losses caused by such person's gross negligence or for any conduct determined by a court of competent jurisdiction to have constituted criminal activity.

ARTICLE XI. REGISTERED OFFICE & AGENT

The address of the initial registered office of this corporation is:

1800 Second Street, Suite 753  
Sarasota, Florida 34236

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Burton L. Raimi.

ARTICLE XII. INCORPORATOR

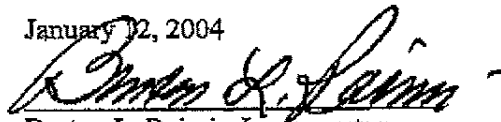
The name and address of the individual who shall serve as this corporation's incorporator is: Burton L. Raimi, 1800 Second Street, Suite 753, Sarasota, Florida 34236.

ARTICLE XIII. AMENDMENT

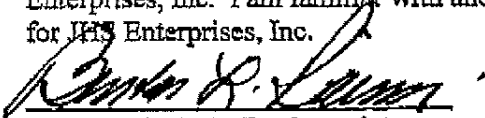
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber executed these articles of incorporation the date indicated opposite his name.

January 02, 2004

  
Burton L. Raimi - Incorporator

I hereby accept my designation as, and agree to serve as the registered agent of JHS Enterprises, Inc. I am familiar with and accept the duties and responsibilities of registered agent for JHS Enterprises, Inc.

  
Burton L. Raimi - Registered Agent

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