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### TRANSMITTAL LETTER

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

SUBJECT:	SORTI ENTERPRISES, INC.
	(PROPOSED CORPORATE NAME)
Enclosed is an original and	d one(1) copy of the articles of incorporation and a check for:
\$78.75 Filing Fee & Certif	ficate of Status.
FROM:	RICHARD CASPANELLO
	Name (Printed or typed)
	5650 S W 67 <sup>TH</sup> TERRACE
	Address
	DAVIE, FL 33314
	City, State & Zip
	(954) 316-2115
	Daytime Telephone number



#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

February 25, 2005

RICHARD CASPANELLO 5650 S W 67TH TERRACE **DAVIE, FL 33314** 

SUBJECT: SORTI ENTERPRISES, INC.

Ref. Number: W05000010020

We have received your document for SORTI ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown Document Specialist New Filings Section

Letter Number: 305A00013475

2) ORIGINAL ARTICLES OF INCORPORATION"
(2) ORIGINAL CERT OF DESK. OF REG. AGENT"

TICHORO COSPONEULO Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

## DIVISION OF STATE AT 8: 08

#### **OF**

ARTICLES OF INCORPORATION

#### SORTI ENTERPRISES, INC

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### **ARTICLE 1 - NAME**

The name of the Corporation is SORTI ENTERPRISES, INC., (thereinafter, "Corporation").

#### **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 5650 S W 67<sup>th</sup> TERRACE, DAVIE, FLORIDA 33314 and the mailing address is the same.

#### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Richard Caspanello 5650 S W 67<sup>th</sup> Terrace Davie, Fl 33314

Dana L Reny 640 N W 79<sup>th</sup> Avenue, Apt 202 Pembroke Pines, FI 33024

#### <u>ARTICLE 5 - OFFICERS</u>

The officers of the Corporation shall be:

President:

Richard Caspanello

Vice-President:

Dana L Reny

Secretary:

Richard Caspanello

Treasurer:

Dana L Reny

whose addresses shall be the same as the principal office of the Corporation.

#### ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:
Richard Caspanello
Dana L Reny

whose addresses shall be the same as the principal office of the Corporation.

#### ARTICLE 7 - CORPORATION CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND** (10,000) shares of common stock, each share having the par value of **ONE CENT** (\$.01).
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in

the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions redemption of the stock.

#### ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or

convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Richard Caspanello., located at 5650 S W 67<sup>th</sup> Terrace, Davie, Fl 33314. The name and address of the registered agent of this Corporation is 5650 S W 67<sup>th</sup> Terrace, Davie, Fl 33314.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Richard Caspanello, Incorporator

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 265

Dana L Reny, Incorporator

#### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, 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:		
SORTI ENTERPRISES, INC		
2. The name and address of the registered agent and office is:		
PICHARD CASPANEUD (Name)		
(Name)		
5650 SU 67H TERRACE		
(P.O. Box NOT acceptable)		
DAVIE, FLORIDA 33314 (City/State/Zip)		
(City/State/Zip)		

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.

Signature

Date