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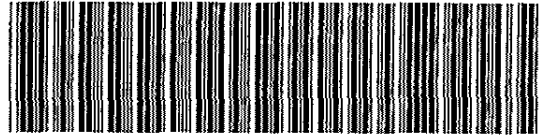
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05 MAY 26 AM 8:50

B. McKnight MAY 27 2005



7025 BERACASA WAY • SUITE 208
BOCA RATON, FLORIDA 33433-3444
PHONE: (561) 395-8331 • FAX (561) 395-5099

RICHARD I. GILBERT, ESQ.
BARBARA CHRISTINE MALMUTH, ESQ.

LEGAL ASSISTANT
ELIZABETH G. SANDERS

May 23, 2005

Office of the Secretary of State
STATE OF FLORIDA
Division of Corporations
Post Office Box #6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
MS. BROOKLYN COMPANION SERVICE, INC.
Our File Number: 2125-01

Dear Sir or Madam:

Enclosed please find one (1) original and one (1) copy of the executed Articles of Incorporation for the above-referenced Corporation ("Articles"), as well my check in the amount of SEVENTY DOLLARS AND NO/CENTS (\$70.00) to cover the filing costs therefor. Please file the Articles and return a time-stamped copy of same to the undersigned in the self-addressed, stamped envelope provided for your convenience.

Should you have any questions or comments in connection with the foregoing, please do not hesitate to contact me.

Very truly yours,

RICHARD I. GILBERT
RIG:mar

Enclosures

**ARTICLES OF INCORPORATION
OF
MS. BROOKLYN COMPANION SERVICE, INC.**

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BROOKLYN
05 MAY 26 AM 8:50

The undersigned, being of legal age, does hereby form a corporation under the laws of the State of Florida, authorizing the formation of corporations.

**ARTICLE I
NAME**

The name of this corporation shall be **MS. BROOKLYN COMPANION SERVICE, INC.** ("Corporation").

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The capital stock of the Corporation shall be ONE HUNDRED (100) shares at ONE DOLLAR (\$1.00) par value.

**ARTICLE IV
CORPORATE EXISTENCE**

Corporate existence shall commence at the time that these Articles are filed with the Department of State of the State of. The Corporation shall exist perpetually, unless sooner dissolved according to law.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the office of the initial registered agent of the Corporation is:

7025 Beracasa Way, Suite #208
Boca Raton, Florida 33433

and the name of the registered agent of the Corporation at said address is:

RICHARD I. GILBERT, ESQUIRE

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be:

1980 NW 46th Avenue
Lauderdale, FL 33313

The Corporation may have branch offices at other places within or without the State of Florida.

**ARTICLE VII
NUMBER OF DIRECTORS**

The number of Directors of this Corporation shall be not less than one (1) nor more than nine (9).

**ARTICLE VIII
DIRECTORS**

The name and street address of each member of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
Audrey Shields	1980 NW 46 th Avenue Lauderdale, FL 33313
Tony Tomlinson	1980 NW 46 th Avenue Lauderdale, FL 33313

**ARTICLE IX
SUBSCRIBERS**

The name and street address of each person signing these Articles of Incorporation as a subscriber, and the number of shares of stock subscribed are:

NAME	ADDRESS	NUMBER OF SHARES
Audrey Shields	1980 NW 46 th Avenue Lauderdale, FL 33313	25 Shares
Tony Tomlinson	1980 NW 46 th Avenue Lauderdale, FL 33313	25 Shares

The stockholders agree to pay not less than par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to commence business.

ARTICLE X AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of the Corporation shall have the power to make or amend the Bylaws, and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to conduct business within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct, agree to accept the number of shares hereinabove set forth, and hereunto sets their hand(s) this 23 day of May, 2005.

Audrey Shields
Signature

AUDREY SHIELDS
Print Name

President.
Title

STATE OF FLORIDA)
 : ss.:
COUNTY OF)

I HEREBY CERTIFY that on this day before me, the undersigned authority, a Notary Public duly authorized in the above-named State and County to take acknowledgments, personally appeared Audrey Shields, party to the foregoing Articles of Incorporation, known

to me personally to be such, or has provided me with _____

as identification, and I have first made known to her the contents of said Articles, she did acknowledge that she signed, sealed and delivered the same as her voluntary act and deed, and deposed that the facts therein stated were true and correct.

WITNESS my hand and official seal this 23rd day of May, 2005.

Mary Ann Rizzo
NOTARY PUBLIC

Commission Number:

My Commission expires:



Mary Ann Rizzo

My Commission DD242840

Expires August 27 2007

Tony Tomlinson
Signature

Tony Tomlinson
Print Name

Vice President
Title

STATE OF FLORIDA)

: ss.:

COUNTY OF)

I HEREBY CERTIFY that on this day before me, the undersigned authority, a Notary Public duly authorized in the above-named State and County to take acknowledgments, personally appeared Tony Tomlinson, party to the foregoing Articles of Incorporation, known to me personally to be such, or has provided me with _____

as identification, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were true and correct.

WITNESS my hand and official seal this 23rd day of May, 2005.

Mary Ann Rizzo
NOTARY PUBLIC

Commission Number:

My Commission expires:



Mary Ann Rizzo

My Commission DD242840

Expires August 27 2007

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE AND NAMING AGENT UPON
WHOM PROCESS BY BE SERVED**

In compliance with the requirements of Chapter 48.091, Florida Statutes, the following
is submitted:

That, MS.. BROOKLYN COMPANION SERVICE, INC., organized and existing
under the laws of the State of Florida, with its initial registered office, as indicated in the foregoing
Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, has
named RICHARD I. GILBERT, ESQUIRE, of 7025 Beracasa Way, Suite #208, Boca Raton, Florida
33433, as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-styled Corporation at
the place designated in these Articles of Incorporation, I, the undersigned, am familiar with, and
accept the duties and responsibilities as registered agent for, said Corporation; and I further agree to
act in said capacity and to comply with the provisions of ~~§ 48.091, Fla. Stat.~~

Dated: _____

5/23/05


RICHARD I. GILBERT, ESQUIRE

FILED
CLERK OF STATE
CORPORATIONS
05 MAY 26 AM 8:50