

12/19/2005 18:02 FAX 9545231722

GUNSTER YOAKLEY

002/006

Division of Corporations

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

**Eisen, Inc.**

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**ARTICLES OF INCORPORATION**

**OF**

**EISEN, INC.**

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

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**ARTICLE I**  
**NAME**

The name of the corporation is Eisen, Inc.

**ARTICLE II**  
**DURATION AND EXISTENCE**

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within five (5) business days thereafter.

**ARTICLES III**  
**PURPOSE**

The purpose of this corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE IV**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of this Corporation shall be 438 Montelluna Drive, Venice, FL 34275.

This Instrument Prepared by:  
Martin R. Press, Esq.  
Gunster, Yoakley & Stewart, P.A.  
500 E. Broward Blvd., Suite 1400  
Fort Lauderdale, FL 33394  
Telephone: (954) 468-1314 Phone  
Florida Bar No.: 164524

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ARTICLE V  
SHARES

(a) Authorized Capital. The maximum number of shares of stock that this corporation is authorized to issue is One Thousand (1,000) shares of common stock each having \$0.01 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE VI  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent are Steven C. Eisen, 438 Montelluna Drive, Venice, FL 34275.

ARTICLE VII  
INCORPORATOR

The name and address of the incorporator of this corporation are Steven C. Eisen, 438 Montelluna Drive, Venice, FL 34275.

ARTICLE VIII  
INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an

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undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE IX  
BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE X  
AMENDMENT

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 shareholder(s) is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 19<sup>th</sup> day of December, 2005.

  
STEVEN C. EISEN

12/19/2005 13:04 FAX 9545231722

GUNSTER VOAKLEY

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for Eisen, Inc., a Florida corporation, at the place designated in these Articles of Incorporation, undersigned hereby agree to act in this capacity, and undersigned further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: December 19, 2005

  
STEVEN C. EISEN  
Initial Registered Agent

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