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To:  
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Fax Number : (850)205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

**FLORIDA PROFIT/NON PROFIT  
CORPORATION**

**fatbpc, inc.**

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ARTICLES OF INCORPORATION  
OF  
FATBPC, INC.

ARTICLE I - Name

The name of the corporation shall be: FATBPC, INC.

ARTICLE II - Nature of Business

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida and shall exercise all powers convenient, incident to or necessary in the proper conduct of its business

ARTICLE III - Principal Office

The principal place of business and mailing address of this corporation shall be:

355 Alhambra Circle  
Suite 1100  
Coral Gables, FL 33134

ARTICLE IV - Commencement of Existence and Duration

The existence of the corporation shall commence on the date of filing of these Articles of Incorporation. The corporation is to exist perpetually.

ARTICLE IV - Authorized Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

David K. Friedland  
355 Alhambra Circle  
Suite 1100  
Coral Gables, FL 33134

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**ARTICLE VI - Initial Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Edward Neal Elsner (President)  
1717 North Bayshore Drive  
Apt 2731  
Miami, Florida 33132

**ARTICLE VII - Incorporator**

The name and street address of the incorporator of these Articles of Incorporation is:

Edward Neal Elsner  
1717 North Bayshore Drive  
Apt 2731  
Miami, Florida 33132

**ARTICLE VIII - Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX - Amendments**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on the shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these

Articles of Incorporation this 17 day of MARCH, 2006.

  
Edward Neal Elsner

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDACERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

**FATBPC, INC.**

2. The name and address of the registered agent and office is:

David K. Friedland  
355 Alhambra Circle  
Suite 1100  
Coral Gables, FL 33134

*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 K. Friedland  
David K Friedland

3-21-06

Date

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