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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**SUDLER AND COMPANY SOUTHEAST, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
SUDLER AND COMPANY SOUTHEAST, INC.**

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

**ARTICLE I. NAME**

The name of the corporation shall be **SUDLER AND COMPANY SOUTHEAST, INC.**

**ARTICLE II. PRINCIPLE OFFICE**

The principle place of business and mailing address of this corporation shall be 875 N. Michigan Avenue, Suite 2600, Chicago, Illinois 60611. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

**ARTICLE III. PURPOSE**

The general nature of the business to be transacted by the corporation shall include any or all lawful business with all powers conferred upon Corporations by the Laws of the State of Florida. The corporation may adopt, change, amend and repeal By-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its Stockholders. The corporations may also increase or diminish, by vote of its Stockholders, Shareholders, or members, cast as the By-laws may direct, the number of Directors, managers or trustees, provided, that the number shall never be less than one (1). Further, the corporation may make and enter into all contracts necessary and proper for the conduct of its business.

**ARTICLE IV. SHARES**

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The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1,000) shares of One (\$1.00) Dollar par value. Initially, same shall be distributed:

100% to Sudler BG Holdings LLC.

#### ARTICLE V. EXISTENCE.

The corporation shall have perpetual existence.

#### ARTICLE VI. BEGINNING DATE

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

#### ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Initial Registered Agent and street address are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
ERIC M. GLAZER, ESQUIRE	1920 E. HALLANDALE BEACH BLVD. HALLANDALE, FL 33009 SUITE 806

#### ARTICLE VIII. INCORPORATOR AND STREET ADDRESSES

The name and street address of each of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Steven P. Levy	875 N. Michigan Avenue, Suite 2600, Chicago, Illinois 60611
Robert Graf	875 N. Michigan Avenue, Suite 2600, Chicago, Illinois 60611
Marsha Williams	875 N. Michigan Avenue, Suite 2600, Chicago, Illinois 60611


ARTICLE IX. INITIAL BOARD OF DIRECTORS AND STREET  
ADDRESSES

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows: There shall at no time be less than (1) director.

<u>NAME</u>	<u>STREET ADDRESS</u>
Steven P. Levy	875 N. Michigan Avenue, Suite 2600, Chicago, Illinois 60611
Robert Graf	875 N. Michigan Avenue, Suite 2600, Chicago, Illinois 60611
Marsha Williams	875 N. Michigan Avenue, Suite 2600, Chicago, Illinois 60611

THE UNDERSIGNED INCORPORATOR has executed these Articles of

Incorporation this 12TH day of May, 2006.

  
Signature of Incorporator – Steven P. Levy

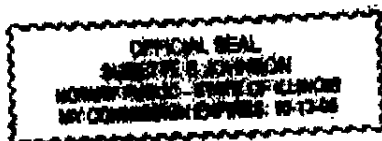
  
Signature of Incorporator – Robert Graf

  
Signature of Incorporator – Marsha Williams

STATE OF ILLINOIS )  
COUNTY OF COOK )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Steven P. Levy, Robert Graf, and Marsha Williams and acknowledged before me that they subscribed to those Articles of Incorporation.

12 WITNESS my hand and seal in the County and State named above this day of May, 2006.



  
Signature of Notary

Suzette B Johnson  
Printed Name

**CERTIFICATE OF DESIGNATING OF  
REGISTERED AGENT/ REGISTERED OFFICE OF  
SUDLER AND COMPANY SOUTHEAST, INC.**

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Pursuant to the provisions of Section 607.0501 or 617.050, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is **SUDLER AND COMPANY SOUTHEAST, INC.**

2. That **SUDLER AND COMPANY SOUTHEAST, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 875 N. Michigan Avenue, Suite 2600, Chicago, Illinois 60611, has named **ERIC M. GLAZER, ESQUIRE**, 1920 E. HALLANDALE BEACH BLVD. HALLANDALE, FL 33009 SUITE 806, County of Broward, State of Florida, as its agent to accept service of process within this state.

### ACKNOWLEDGMENT:

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.

Dated this 15th day of May, 2006.

By: 

ERIC M. GLAZER, ESQUIRE

HALLANDALE, FLORIDA

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