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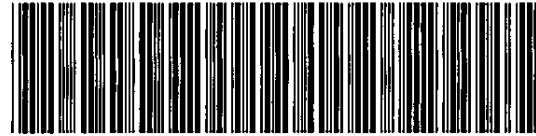
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C-2.5-22

LAW OFFICES OF
JASON L. HARR, P.A.

1326 South Ridgewood Avenue
Suite One
Daytona Beach, Florida 32114
Telephone: (386) 226-4866
Telefax: (386) 226-4886
Email: jasonharr@harrlawfirm.com

May 15, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

**Re: MSKatz Management, Inc.
Our File Number 035/001
FORWARDING OF DOCUMENTS**

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for MSKatz Management, Inc. Also included please find a check for the filing fee of Seventy-Eight Dollars and Seventy-Five cents (\$78.75).

If I can be of any further assistance please do not hesitate to contact my office.

Sincerely,
JASON L. HARR, P.A., by:



JASON L. HARR, J.D., M.P.A.

JLH/mr

cc: Miriam Katz and
Dr. Steven M. Katz

ARTICLES OF INCORPORATION
OF
MSKATZ MANAGEMENT, INC.

FILED

MAY 18 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be MSKATZ MANAGEMENT, INC.

ARTICLE II - GENERAL PROVISIONS

It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation in the State of Florida is: 841 Chickadee Drive, Port Orange, Florida 32127.

ARTICLE IV - INCORPORATOR

The name of the Incorporator is Steven M. Katz, 841 Chickadee Drive, Port Orange, Florida 32127.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The name of the initial registered agent of the corporation is Steven M. Katz, 841 Chickadee Drive, Port Orange, Florida 32127.

ARTICLE VI - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Hundred Thousand (100,000) shares which shall be designated as Common Shares with no par value.

ARTICLE VIII - NO PREEMPTIVE RIGHTS

There shall be preemptive rights for shareholders.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - BYLAWS

The power to adopt, amend, or repeal Bylaws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE XI - NUMBER OF DIRECTORS

The initial number of directors of the corporation shall be one (1) which number may be increased or decreased pursuant to the bylaws of the corporation.

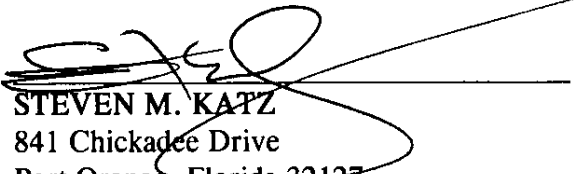
**ARTICLE XII - LIABILITY AND INDEMNIFICATION OF
DIRECTORS, OFFICERS, ETC.**

The personal liability of all the director(s) of the corporation is hereby eliminated to the fullest extent allowed as provided by the Florida Business Corporation Act as the same may be supplemental and amended from time to time. The corporation shall, to the fullest extent legally permissible under the provisions of Florida Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to the action in another capacity while holding such office, and shall continue as a person who has ceased to be a director or officer of the corporation. Such indemnification may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders, entitled to vote thereon after notice.

IN WITNESS WHEREOF, the undersigned has executed these Articles of

Incorporation at Daytona Beach, Florida, on May 15, 2006.

INCORPORATOR:


STEVEN M. KATZ
841 Chickadee Drive
Port Orange, Florida 32127
(as Incorporator)

ACKNOWLEDGEMENT

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me on the 15TH day of May 2006, by **STEVEN M. KATZ**, as Incorporator, who is personally known to me or produced personal identification.

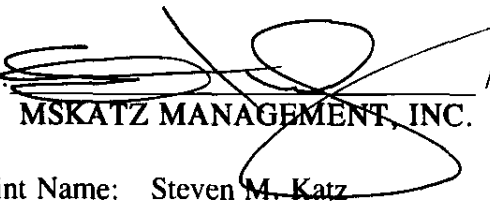


NOTARY PUBLIC - STATE OF FLORIDA

 **Jason L. Harr**
Commission # DD300475
Expires March 15, 2008
Bonded Troy Feltz - Insurance, Inc. 904-385-7010

ACCEPTANCE BY REGISTERED AGENT

The undersigned, STEVEN M. KATZ, as registered agent appointed in accordance with the foregoing Articles of Incorporation for MSKATZ MANAGEMENT, INC., does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0505 of the Florida Business Corporation Act.

By:  / May 15, 2006
MSKATZ MANAGEMENT, INC. Date

Print Name: Steven M. Katz
Address: 841 Chickadee Drive
Port Orange, Florida 32127

FILED
06 MAY 18 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA