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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch SEP 27 2006

CURTIS H. BAER, P.A.

## CURTIS H. BAER

ATTORNEY AT LAW

606 BOSLEY AVENUE, SUITE E  
TOWSON, MARYLAND 21204

(410) 433-3410  
FACSIMILE: (410) 323-3410

August 4, 2006

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

Re: Articles of Incorporation – **Encore Service Group, Inc.**

Please accept for filing the enclosed original Articles of Incorporation for **Encore Service Group, Inc.** Find this firm's check No. **0663** in the amount of **\$70.00** enclosed for the State's filing fees.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Curtis H. Baer", with a long horizontal flourish extending to the right.

Curtis H. Baer

Cc: Carlos Martinez  
CHB/jas  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 14, 2006

CURTIS H. BAER  
606 BOSLEY AVE STE E  
TOWSON, MD 21204

SUBJECT: ENCORE SERVICE GROUP, INC.  
Ref. Number: W06000035800

We have received your document for ENCORE SERVICE GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 406A00050209

ARTICLES OF INCORPORATION  
OF  
**ENCORE SERVICE GROUP, INC.**

FILED  
2006 SEP 26 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This is to certify that:

FIRST: The undersigned Incorporator, being at least eighteen (18) years of age:

**Carlos J. Martinez**  
**8415 Lake Windham Avenue**  
**Orlando, Florida 32829**

does hereby form a Stock Corporation ("Corporation") under the provisions of the Corporations Statutes of Florida.

SECOND: The name of the Corporation shall be:

**ENCORE SERVICE GROUP, INC.**

THIRD: The Corporation is organized for the purpose of investing in commercial properties and any other activity permitted by law.

FOURTH: The address of the initial principal office of the Corporation is

**5626 Curry Ford Road, Suite 100**  
**Orlando, Florida 32822**

FIFTH: The name and address of the resident agent of the Corporation:

**Carlos J. Martinez**  
**8415 Lake Windham Avenue**  
**Orlando, Florida 32829**

SIXTH: The shares, each without par value, which the Corporation shall have the authority to issue are as follows:

<b>COMMON STOCK</b>	<b>NUMBER OF SHARES</b>
Class A Voting	1,000
Class B Non-voting	<u>1,000</u>
<b>TOTAL</b>	<b>2,000</b>

The holders of Class A Voting Common Stock and the holders of Class B Non-voting Common Stock shall be entitled to participate ratably, share for share, and without preference of either class over the other in all:

- 1) dividends declared by the Board of Directors and,
- 2) the assets of the Corporation upon liquidation, dissolution or winding up of the Corporation.

All rights to vote and all voting power incident to the Corporation's Stock shall be vested exclusively in the holders of the Class A Common Stock, and the holders of the Class B Common Stock shall have no right to vote at any

ENCORE SERVICE GROUP, INC.  
ARTICLES OF INCORPORATION  
JULY 20, 2006  
PAGE 2 OF 2

meeting of Stockholders and shall not be entitled to notice of any such meeting except as may be specifically required by law.

**SEVENTH:** The Corporation shall have a Board of Directors the number of which shall be determined in accordance with the Bylaws of the Corporation. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation, but shall never be less than the minimum number required under the Corporations and Associations Title of the Annotated Code of Florida. **Carlos J. Martinez, and Cynthia Alba-Martinez** shall serve as initial Directors of the Corporation and shall continue to serve as Directors until successors are duly elected.

**EIGHTH:** (a) The Corporation reserves the right to make any amendment of the Charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in the Charter, of any outstanding Stock.

(b) The Board of Directors of the Corporation may authorize the issuance or sale from time to time of shares of its Stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation, the Charter, or the laws of the State of Florida.


(c) The Board of Directors of the Corporation may classify or reclassify any unissued Stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions or redemption of the Stock.

**NINTH:** To the maximum extent that Florida law in effect from time to time permits limitation of the liability of Directors and Officers, no Director or Officer of the Corporation shall be liable to the Corporation or its Stockholders for money damages. Neither the amendment nor repeal of the Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

**TENTH:** No holder of Stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of Stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

IN WITNESS WHEREOF, The undersigned have, under the penalties of perjury, signed these Articles of Incorporation effective **July 20, 2006**, and acknowledge the same to be individually there respective act.

\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Carlos J. Martinez  
Incorporator

**Carlos J. Martinez** hereby consents to act in Florida as Resident Agent for **Encore Service Group, Inc.**

\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
**Carlos J. Martinez**, Resident Agent