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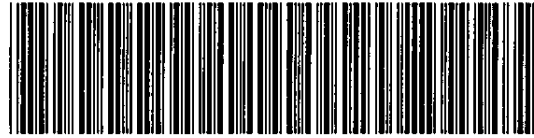
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton NOV 15 2006

PROFESSIONAL ACCOUNTING SOLUTIONS, INC.
ACCOUNTING & TAX SERVICES

CROSS ROADS ONE CENTER
8201 PETERS ROAD, SUITE 1000
PLANTATION, FL 33324

TELEPHONE: 954-530-3500
FACSIMILE: 954-530-3501

November 10th, 2006

Department of State
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: ARTICLES OF INCORPORATION – FLOODGATE PR, INC.

Dear Sir/Madam:

Enclosed herewith are one (1) original and once (1) copy of the Articles of Incorporation for Floodgate PR, Inc, for filing in the records of the State of Florida. I am also enclosing our client's check in the amount of \$87.50 for the filing fee and certified copy.

Please return a copy of the Articles of Incorporation to this office after the original has been filed in the records of the State of Florida.

Thank you for your prompt attention to and cooperation in this matter. Should you have any questions or need further information, please do not hesitate to contact this office.

Very truly yours,


Mirtha M Casimiro

MMC/ss
Enclosures

ARTICLES OF INCORPORATION

OF

FLOODGATE PR, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation adopts the following articles of incorporation:

ARTICLE I

Name of Corporation

The name of the Corporation is FLOODGATE PR, INC., (hereinafter, "Corporation").

ARTICLE II

Corporate Existence

This Corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this Corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Principal Office

The address of the initial principal office of this Corporation is 1600 South Federal Hwy, Suite 470, Pompano Beach, Florida 33062.

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ARTICLE V

Registered Office

The initial address of registered office of the Corporation is Professional Accounting Solutions, Inc., located at 8201 Peters Road, Suite 1000. Plantation, Florida 33324. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the Corporation for accepting service process pursuant to applicable Florida Statutes, shall be:

Professional Accounting Solutions, Inc.
8201 Peters Road, Suite 1000
Plantation, Florida 33324

ARTICLE VII

Initial Directors and Officers

This corporation shall have not less than one director. The business of the Corporation shall be managed by a Board of Directors. There shall be three (3) directors initially. The number of directors of this Corporation may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Michael R. Palmisano	President/Treasurer Director	1600 S Federal Hwy, Suite 470 Pompano Beach, Florida 33062
Eric R. Johnson	Vice President/Director	1600 S Federal Hwy, Suite 470 Pompano Beach, Florida 33062

Jennifer Byrne

Secretary Director

13701 Yukon Avenue, # 331
Hawthorne, California 90250

ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this Corporation which it is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock at One & 00/100 (\$1.00) Dollar par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Michael R. Palmisano
1600 South Federal Hwy, Suite 470
Pompano Beach, Florida 33062

ARTICLE X

Director's Liabilities and Rights

No contract, act or transaction of this Corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this Corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporations, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of

himself or any other firm, association or corporation in which he may anywise be interested. Any director of this Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI

Amendment

This Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.


IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this 10th of November, 2006


MICHAEL R. PALMISANO, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared MICHAEL R. PALMISANO, who is personally known to me and who executed the foregoing Articles of Incorporation and acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal this 10th day of November, 2006


NOTARY PUBLIC, State of Florida
My commission expires: 5/26/2008




Mirtha M. Casimiro
Commission #DD323829
Expires: May 26, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above named corporation, at the Registered Office designated in this certificate, I hereby acknowledge that I am familiar with and accept the obligations of that position and agree to comply with all legal requirements relative thereto.

Professional Accounting Solutions, Inc.

By: 
MIRTHA M CASIMIRO, President