

P06000153006

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000293354 3)))



H060002933543ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)203-0381

From: Account Name : BERNARD A. SINGER, P.A.
Account Number : 070242003143
Phone : (954) 985-8600
Fax Number : (954) 985-8477

FLORIDA PROFIT/NON PROFIT CORPORATION

BRANDSMART USA OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

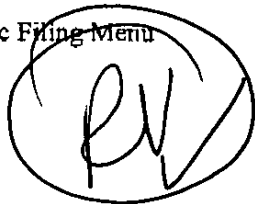
2006 DEC 12 PM 3:41

FILED

Electronic Filing Menu

Corporate Filing Menu

Help



CF 12-13

FILED
2006 DEC 12 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit #H06000293354 3

**ARTICLES OF INCORPORATION
OF
BRANDSMART USA OF FLORIDA, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be BRANDSMART USA OF FLORIDA, INC. The address of the principal office of this corporation shall be 3200 SW 42nd Street, Hollywood, Florida 33312 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (Class "A") having a par value of \$.10 per share and 10,000 shares of nonvoting common stock (Class "B") having a par value of \$.10 per share. Both classes of stock shall be equal in all aspects with the exception of voting rights, it being understood that the holders of the Class "A" shares shall be entitled to vote on all matters affecting the Corporation and the holders of the Class "B" shares shall have no vote with respect to matters affecting the Corporation.

This document was prepared by:
Bernard A. Singer, Esq.
3107 Stirling Road, Suite 106
Ft. Lauderdale, Florida 33312
(954) 985-8600
Florida Bar# 240761

Fax Audit #H06000293354 3

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3107 Stirling Road, Suite 105, Ft. Lauderdale, Florida 33312, and the name of the initial registered agent of the corporation at that address is Bernard A. Singer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The number of Directors may at any time and from time to time be increased or decreased by action of either the shareholders or the Board of Directors, but no decrease in the number of Directors shall have the effect of shortening the term of any Incumbent Director. The names and street addresses of the initial members of the Board of Directors are:

- Robert Perlman 3200 SW 42nd Street, Hollywood, Florida 33312
- Sharon Perlman 3200 SW 42nd Street, Hollywood, Florida 33312
- Michael Perlman 3200 SW 42nd Street, Hollywood, Florida 33312
- Bruce Perlman 3200 SW 42nd Street, Hollywood, Florida 33312

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify any director, officer, employee or incorporator, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or

Fax Audit #H06000293354 3

proceeding in which he or she is made a party by reason of being or having been such director, officer, employee or incorporator, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, employee or incorporator the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was in the interests of the Corporation that such settlement be made and that such director, officer, employee or incorporator was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, employee or incorporator may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Bernard A. Singer, Esq., 3107 Stirling Road, Suite 105, Ft. Lauderdale, Florida 33312.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation this 12th day of December, 2006.



BERNARD A. SINGER, Incorporator

Fax Audit #H06000293354 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
FOR
BRANDSMART USA OF FLORIDA, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That BRANDSMART USA OF FLORIDA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named BERNARD A. SINGER, located at 3107 Stirling Road, Suite 105, Ft. Lauderdale, Florida 33312, as agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
BERNARD A. SINGER
Registered Agent

W:\Periman, Robert\Brandsmart USA of Florida Inc\ARTOPINC

2006 DEC 12 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED