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FLORIDA PROFIT/NON PROFIT CORPORATION

5339 BLUE CORP.

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5339 BLUE CORP.

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

5339 BLUE CORP.

ARTICLE II

NATURE OF BUSINESS

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III

CAPITAL STOCK

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The capital stock of this Corporation shall consist of Five Hundred Shares (500) of common stock with a value of 1.00 par value per share.

#### ARTICLE IV

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V

##### INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

#### ARTICLE VI

##### TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

#### ARTICLE VII

##### PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 1009 E. 163<sup>rd</sup> Street, Bronx, NY 10459, or such other place of business as may be determined and fixed by the Board

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of Directors from time to time.

**ARTICLE VIII**

**REGISTERED AGENT**

The Registered Agent of this Corporation shall be Michael S. Tobin whose mailing address is 11900 Biscayne Blvd., Suite 740, Miami, FL 33181.

**ARTICLE IX**

**INDEBTEDNESS**

The outstanding indebtedness of this Corporation shall be unlimited.

**ARTICLE X**

**DIRECTORS**

The number of directors of the Corporation shall be not less than one (1) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

**NAME**

**ADDRESS**

Joseph A. Allman

1009 E. 163<sup>rd</sup> Street, Bronx, NY 10459

**ARTICLE XI**

**CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other Corporation, and

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no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

#### ARTICLE XII

#### AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

#### ARTICLE XIII

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its Stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts

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accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

5339 BLUE CORP., a Florida  
corporation



By: Joseph A. Altman, President

STATE OF NY )

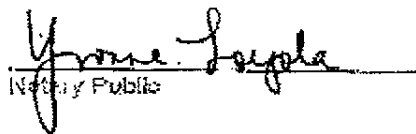
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ss:

COUNTY OF Box )

BEFORE ME, the undersigned authority, this day personally appeared the above within named Joseph A. Altman known by me to be the persons who executed the foregoing Articles of Incorporation of 5339 BLUE CORP., who acknowledged before me, according to Law, that they made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State last aforesaid, this 2<sup>nd</sup> day of February, 2007.

  
Notary Public

YVONNE LOYOLA  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 01100081148  
Qualified in Dutchess County  
Filed in Bronx County  
Commission Expires September 30, 2010

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

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

First - That 5339 BLUE CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1009 E. 163<sup>rd</sup> Street, Bronx, NY 10459, City of Bronx, County of Bronx, has named Michael S. Tobin located at 11900 Biscayne Blvd., Suite 740, Miami, FL 33181, City of Miami, County of Miami-Dade, as its agent to accept service of process within the State of Florida.

**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 provision of said Act relative to keeping open said office.

5339 BLUE CORP. a Florida corporation

BY:   
Michael S. Tobin  
Registered Agent

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CLERK OF DISTRICT COURT  
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