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# GENTILE & GENTILE

## CERTIFIED PUBLIC ACCOUNTANTS

1601 N. Palm Ave., Suite 212 Pembroke Pines, Florida 33026 Phone: (954) 431-8331\* Fax 321-6539

July 13, 2008

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Subject: Martini Glass Company

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75 Filing Fee & Certificate of Status.

From: John D. Gentile, CPA

1601 N. Palm Ave., Suite 212 Pembroke Pines, FL 33026

(954) 431-8331

Sincerely,

- 7 -

#### ARTICLES OF INCORPORATION

OF

## Martini Glass Company

The undersigned subscribers to these Articles of Incorporation hereby form and associate to form a Corporation under the laws of the State of Florida.

## ARTICLE I

#### NAME

The name of this corporation is:

Martini Glass Company

#### ARTICLE II

## ADDRESS

## Principal Office Address:

5900 Powerline Road Fort Lauderdale, FL 33309

## Mailing Address:

5900 Powerline Road Fort Lauderdale, FL 33309

#### ARTICLE III

## CAPITAL STOCK

The maximum number of shares of stock which this corporation shall be authorized to have outstanding at any time is 10,000 shares of common stock, having no par value per share. Any capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation





of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

## MINIMUM CAPITAL

The amount of capital with which this corporation will begin business shall be not less than \$500.00.

## ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporators of the corporation shall have
The right upon its organization, to assign and deliver their
subscriptions of stock to any other persons, partnership, or
corporations who may hereafter become subscribers to the capital
stock of the corporation, who, upon acceptance of such
assignment, shall stand in lieu of the original incorporators,
assume and carry out all the rights, liabilities and duties
entailed by said subscriptions, subject to the laws of the State
of Florida, and the execution of the necessary instruments of
assignment.

#### Article IV

# Registered Agent Certificate of Designation

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 Sections 607.0501 and 607.0505, <u>FLORIDA</u>

<u>STATUTES</u>, following are submitted in compliance with said Act:

Martini Glass Company desiring to organize

under the laws of the State of Florida with its principal

office, as indicated, in the Articles of Incorporation at the

City of Fort Lauderdale, FL County of Broward, State of

Florida, has named John D. Gentile Located at 1601 N. Palm Ave.,

Suite 212 Pembroke Pines, Florida 33026, County of Broward,

State of Florida, as its agent to accept service of process

within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John D. Gentile, CPA

#### ARTICLE V

## INCORPORATOR

The name and address of the person signing these articles

Todd M. Midas Martini Glass Company 5900 Powerline Road

Fort Lauderdale, Florida 33309

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this  $14^{th}$  day of

July, 2008

STATE OF FLORIDA COUNTY OF Broward SS.

BEFORE ME, the undersigned authority, personally appeared to me well-known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, according to law, that he/she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  $14^{th}$  day of 3008.

NOTARY PUBLIC

Patricia Donto-



#### ARTICLE VI

## BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially.

The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the initial Director of this Corporation are:

Todd M. Midas 5900 Powerline Road Fort Lauderdale, Florida 33309

William Conway, Jr. 5900 Powerline Road Fort Lauderdale, Florida 33309

#### ARTICLE VII

#### NATURE OF BUSINESS

The general nature of the business and the objective and purpose to be transacted and activities in which to engage shall be as follows:

- A. To engage in any form of importing or exporting of goods or services including glass, glassware, tableware, culinary arts, and any and all products or services of any kind.
- B. To engage in any form of wholesale trade for durable and nondurable goods, or any other retail selling or store business activity.
- C. To design, develop, produce and market products and services of any type and nature using various techniques and promotions

- D. To perform consulting and financial services of any kind within the regulations of governing licensing laws.
- E. To invest, purchase, hold, improve, sell, convey, assign, lease, mortgage, develop, encumber and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- F. To perform any other activities necessary, proper or convenient or incident to the furtherance of the powers and purpose herein stated.
- G. To exercise any power and authority and to engage in any business activity which may be done by a profit corporation organized and existing under and by virtue of Chapter 607, <a href="#FLORIDA STATUTES">FLORIDA STATUTES</a>, it being the intent that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, FLORIDA STATUTES.

#### ARTICLE VIII

#### INITIAL OFFICERS

The names and addresses of the initial officers of the Corporation are the following:

NAME TITLE ADDRESS

Todd M. Midas President 5900 Powerline Road

Fort Lauderdale, FL 33309

William Conway, Jr. Secretary 5900 Powerline Road

Fort Lauderdale, FL 33309

#### ARTICLE IX

## **MANAGEMENT**

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.