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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

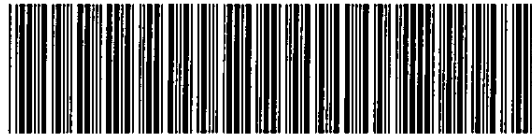
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Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900158721969

07/23/09 --01040--012 \*\*78.75

Effective Date

08-01-09

FILED  
09 AUG -3 AM 11:48  
TALLAHASSEE, FLORIDA

B. McKnight AUG 04 2009

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

Brian V. Bergman  
Melissa R. Smith

July 21, 2009

***Certified Mail Return Receipt Requested***

**Article # 7007 2680 0000 8674 6508**

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

Re: coverUPS, Inc.  
Articles of Incorporation  
Our File No. 5346

Dear Sir/Madam:

On behalf of the above referenced corporation, I enclose herewith an original and one (1) copy of the executed and notarized Articles of Incorporation, together with my firm check in the amount of \$78.75.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	<u>35.00</u>
<b>TOTAL</b>	<b>\$78.75</b>

Please note that in accordance with §607.0203, F.S., and Article XII of the Articles, the corporate existence will commence August 1, 2009.

Thank you for your attention to this matter.

Sincerely,



Charles S. Sacher

CSS:nc

Enclosures

cc: Daniel Neeb

W:\5346\wp\Florida Division of Corporations ltr. (sndg. Articles of Incorporation of coverUPS, Inc.) 7.21.09 .wpd

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

Brian V. Bergman  
Melissa R. Smith

July 31, 2009

Certified Mail Return Receipt Requested  
Article # 7007 2680 0000 8592 3467

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

RECEIVED  
09 AUG -3 PM 2:50  
DIVISION OF CORPORATION

Re: cvrUPS, Inc.  
Articles of Incorporation  
Our File No. 5346

Dear Sir/Madam:

On behalf of the above referenced corporation, I enclose herewith a corrected original and one (1) copy of the executed and notarized Articles of Incorporation, together with a copy of the letter rejecting the filing of the Articles of Incorporation for coverUPS, Inc., for reason that the name was not available. Accordingly, I have changed the name to cvrUPS, Inc. and made the applicable changes in the Articles of Incorporation.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

Please note that in accordance with § 607.0203, F.S., and Article XII of the Articles, the corporate existence will commence August 1, 2009.

Thank you for your attention to this matter.

Sincerely,



Charles S. Sacher

CSS/ir  
Enclosure  
cc: Daniel Neeb, RA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 24, 2009

CHARLES S. SACHER, ESQ.  
SACHER MARTINI & SACHER, P.A.  
2655 LEJEUNE ROAD SUITE 1101  
CORAL GABLES, FL 33134

SUBJECT: COVERUPS, INC.  
Ref. Number: W09000033923

We have received your document for COVERUPS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the corrected 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) 245-6931.

Becky McKnight  
Regulatory Specialist II  
New Filing Section

Letter Number: 009A00025545

ARTICLES OF INCORPORATION  
OF  
CVRUPS, INC.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Effective Date

08-01-09

NAME

The name of the Corporation shall be:

cvrUPS, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

21075 NE 34<sup>th</sup> Avenue  
Suite 301  
Aventura, FL 33180

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

08 AUG -3 AM 11:48  
NOTARIAL PUBLIC  
STATE OF FLORIDA

## ARTICLE IV

### CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

## ARTICLE V

### CAPITAL STOCK

(1) This Corporation shall be authorized to have outstanding at any time a maximum of six thousand (6,000) shares of stock of the par value of one (\$1.00) dollar.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the Corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The Corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the Corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

## ARTICLE VI

### REQUIRED CAPITAL

This Corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

## ARTICLE VII

### TERM OF EXISTENCE

This Corporation shall exist perpetually.

## ARTICLE VIII

### DIRECTORS

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

#### NAME

Daniel Neeb

#### ADDRESS

21075 NE 34<sup>th</sup> Avenue, Suite 301  
Aventura, FL 33180

Thomas Montalto

3330 Broadview Road  
Richfield, OH 44286

## ARTICLE IX

### STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, cvrUPS, Inc., desiring to organize under the laws of the State of Florida has designated its initial registered office as Sacher, Martini & Sacher, P.A., 2655 LeJeune Road, Suite 1101, Coral Gables, Miami-Dade County, Florida 33134, and has named CHARLES S. SACHER as its initial Registered Agent who is located at such address.

## ARTICLE X

### SUBSCRIBER

The name and residence address of the Subscriber to these Articles of Incorporation are as follows:

#### NAME

Charles S. Sacher

#### ADDRESS

2655 LeJeune Road, Suite 1101  
Coral Gables, FL 33134

## ARTICLE XI

### SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

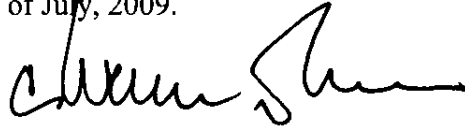
## ARTICLE XII



COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 1st day of August, 2009, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 31 day of July, 2009.

  
\_\_\_\_\_(SEAL)  
Charles S. Sacher

STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Charles S. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 31 day of July, 2009.

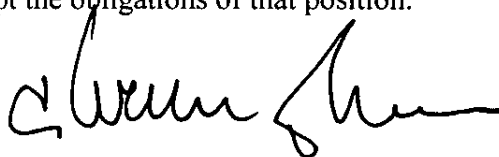
  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My commission expires:

NOTARY PUBLIC-STATE OF FLORIDA  
Rosalie N. Roberts  
Commission #DD746175  
Expires: JAN. 26, 2012  
BONDED THRU ATLANTIC BONDING CO., INC.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for cvrUPS, Inc., at place designated in ARTICLE IX of the Articles of Incorporation, to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.



(SEAL)

Charles S. Sacher, Registered Agent

W:\5346\wp\Articles of Incorporation - cvrUPS.wpd

RECEIVED  
JUN 3 2009  
8:11:48 AM  
CLERK OF COURT  
CLERK OF COURT