

P 1000000 3511

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500163968275

01/04/10--01054--014 **87.50

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JAN -4 AM 11:34

WI-304

JAN 14 2010

CHARLES E. BUTLER III

ATTORNEY AT LAW
315 S.E. 7th Street • 1st Floor
Fort Lauderdale, Florida 33301
954-377-6300

VIA FEDERAL EXPRESS

January 11, 2009

Corporate Records Bureau
Department of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

RE: 2500 WILTON DRIVE, INC.

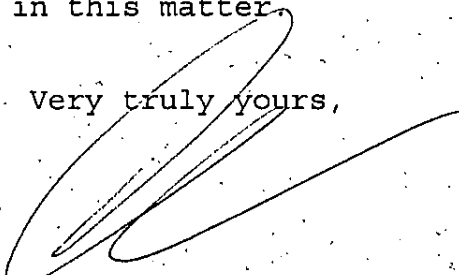
Gentlemen:

Enclosed please find the original Articles of Incorporation and Resident Agent Certificate, together with your letter regarding use of name and original Affidavit from 2500 Wilton Drive LLC releasing name as per your letter.

Please forward the certified copy and the Certificate of Incorporation to this office via Federal Express. I have enclosed a bill of lading for your convenience.

Thank you for your kind attention in this matter.

Very truly yours,



Charles E. Butler III

CEB3/bb
enc



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 5, 2010

CHARLES E BUTLER III, ESQ.
315 SE 7TH STREET 1ST FLOOR
FORT LAUDERDALE, FL 33301

SUBJECT: 2500 WILTON DRIVE, INC.
Ref. Number: W10000000304

We have received your document for 2500 WILTON DRIVE, INC. and your check(s) totaling \$87.50. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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: 710A00000203

ARTICLES OF INCORPORATION

OF

2500 WILTON DRIVE, INC.

ARTICLE I- NAME:

The name of this corporation is: 2500 WILTON DRIVE, INC.

ARTICLE II- DURATION:

This corporation shall have perpetual existence commencing on the 4th day of January, 2010.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of development of real property and for the conduct of any and all lawful business, and this corporation shall have all powers to effect its purpose.

ARTICLE IV- CAPITAL STOCK:

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V- RIGHTS OF SHARES OF CAPITAL STOCK:

Section 1. Rights Upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be voted exclusively in the holders of the outstanding common shares.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JAN -4 AM 11:34

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING:

Fifty percent (50%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER:

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law. Said approval may be made at a meeting of the shareholders or in writing as provided by law.

ARTICLE XIV - RIGHTS OF SHAREHOLDERS TO DISSENT:

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED:

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law, unless written consent by holders of 75% of all issued and outstanding shares is obtained.

ARTICLE XVI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation until such time as the directors may elect officers.

ARTICLE XVII - POWERS:

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter,

incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless approval is given by 2/3 of the holders of the outstanding common stock.

ARTICLE XVIII - DIRECTORS COMPENSATION:

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIX - NO REMOVAL OF DIRECTORS:

The shareholders of this corporation shall not be entitled to remove any director from office during his term, unless otherwise provided by the laws of the State of Florida and the Florida General Corporation Act.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE:

Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XXI - ACTION BY DIRECTORS WITHOUT A MEETING:

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XXII - DIVIDENDS:

Dividends may be paid to shareholders from the operating surplus of the corporation or from capital in the form of a tax free return of capital as may be determined by the Board of Directors. Dividends payable in shares of any class of stock may be paid to the holders of shares of any other class in lieu of a cash dividend payment as may be determined by the Board of Directors.

ARTICLE XXIII - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XXIV - FISCAL YEAR:

The end of the accounting year of this corporation shall be the end of the calendar year.

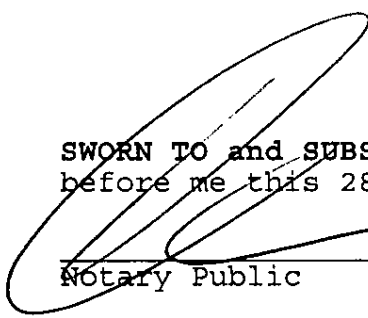
ARTICLE XXV - AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation. Any amendment to the Articles of Incorporation shall be by a vote of 2/3 of the outstanding shares of stock or by written consent of the holders of 2/3 of the outstanding shares of the common stock of the corporation.

IN WITNESS WHEREOF, the undersigned authority has executed these Articles of Incorporation this 28th day of December, 2009.



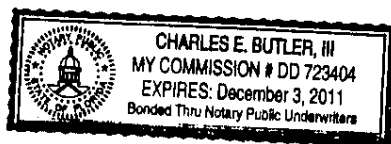
Joseph Falso



Notary Public

SWORN TO and SUBSCRIBED
before me this 28th day of December, 2009.

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT 2500 WILTON DRIVE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 101 Plaza Real South, #906, Boca Raton, FL 33432 HAS NAMED JOSEPH FALSO AS RESIDENT AGENT, LOCATED AT 101 Plaza Real South, #906, Boca Raton, FL 33432 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Joseph Falso

TITLE: President & Director

DATE: 1/28/09

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE: 1/28/09

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JAN -4 AM 11:34