

P12000035273

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PICK-UP WAIT MAIL

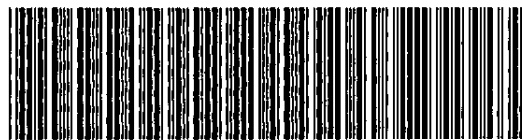
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBINSON & WHITMORE PA
Counselors and Attorneys at Law

4 April 2012

Via Certified Mail

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TALLAHASSEE, FLORIDA

MAIL REPLY TO:
P. O. BOX 210425
ROYAL PALM BEACH, FL 33421

Florida Division of Corporation
Attn: Diane Cushing, Regulatory Specialists II Supervisor
P.O. Box 6327
Tallahassee, FL 32314

Matter(s): Articles of Incorporation - 2710 Sunrise Holding Company
Ref. Number: W11000058135

Dear Sir/Madam:

Enclosed is the original Articles of Incorporation - 2710 Sunrise Holding Company recently submitted to you for filing.

The document was return because the name selected was already in use. You also indicated that the check was being held until this document was returned for processing. Please file and return confirmation in the self-addressed stamped envelope provided. A copy of your correspondence is attached for reference.

Thank you for your assistance in this regard. If you have any questions, please do not hesitate to give me a call at 1800-742-3044.

Respectfully,

Nola Brown, F.R.P.
ROBINSON & WHITMORE, P.A.
Counselors & Attorneys at Law

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DEPARTMENT OF CORPORATIONS
TALLAHASSEE, FLORIDA

Enclosure(s): as stated above

TELEPHONE:

561.333.8755

FAX:

561.791.7950

MAIN OFFICE:



ROYAL PALM BEACH:
505 Royal Palm Beach Blvd
Royal Palm Beach, Florida 33411





FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 16, 2011

AUBIN WADE ROBINSON, ATTORNEY
505 ROYAL PALM BEACH BLVD
ROYAL PALM BEACH, FL 33411

SUBJECT: 2710 HOLDING COMPANY
Ref. Number: W11000058135

We have received your document for 2710 HOLDING COMPANY and your check(s) totaling \$70.00. 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.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return 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) 245-6913.

Diane Cushing
Regulatory Specialist II Supervisor

Letter Number: 211A00025973

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: 2710 SUNRISE HOLDING COMPANY.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
Place of Business: **2710 W. Sunrise Blvd., Ft. Lauderdale, FL 33311**
Mail Address: 505 Royal Palm Beach Blvd. Royal Palm Beach, Florida 33411

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

No shares shall be sold, pledged, hypothecated, or otherwise transferred or permitted to be transferred in any manner or by any means whatsoever except as follows:

1. Any shareholder intending to sell, convey, pledge or transfer any shares shall first offer for a period of thirty (30) days such shares for sale at the Purchase Value as hereinafter defined to the Corporation and other Shareholders of record, and then, to the extent such offer is rejected or not accepted by the Corporation or other Shareholders of record, on a first-come basis. Each such offer shall be in writing and shall specify the number of shares being offered, the name and address of each person to whom such shares are proposed to be transferred, and the price per share and other terms upon which each such transfer is intended to be made; and each such offer may be accepted by the offeree in whole or in part at any time during the continuance of the offer. If any shares are not

purchased pursuant to the aforesaid offers, the Offeror shall for a period of ninety (90) days thereafter be free to transfer such shares to the person or person so named at the price per share and upon the other terms so named; provided that any such transferee of those shares shall thereafter be bound by all of the provisions of these Articles.

2. Upon the happening of any of the events enumerated below, the Corporation shall purchase at Purchase Value as hereinafter defined all of the shares of the shareholder so affected:
 - a. If any shareholder shall be adjudged incompetent or a general guardian or guardian of his estate shall be appointed for him by any court; or
 - b. If any shareholder makes any assignment for the benefit of creditors or applies for the appointment of a trustee, a liquidator, or a receiver, or commences any proceeding related to himself under any bankruptcy or arrangement of similar law; or if any such application is filed or proceedings commenced against the shareholder and the shareholder consents thereto or an order is entered allowing such application and remains in effect for sixty (60) days; or
 - c. If the shares of any shareholder are purported to be transferred involuntarily, including, without limitation, any purported transfer by or pursuant to bankruptcy, creditor lien, attachment, divorce, equitable distribution, or operation of law; or
 - d. If any shareholder shall die, or
 - e. If any shareholder fails to produce business opportunities that were to be brought to the corporation as basis for issuance of shares.
 - f. If any shareholder fails to devote his or her best efforts to develop the best interests of the Corporation.
3. Purchase Value as used herein shall mean the Purchase Value of the shares of the Corporation established by a certificate of agreed value signed by each shareholder and filed with the Corporation. If, at any time when it becomes necessary to determine Purchase Value of the shares of the Corporation, a certificate of agreed value is in existence and such certificate of agreed value is dated less than two (2) years before the date as of which the Purchase Value is to be determined, then the agreed value set forth in such certificate shall be conclusive as to the Purchase Value and shall be accepted as the Purchase Value as of the date on which Purchase Value is to be determined, and no accountant's determination of book value shall be required or made. In no event shall a certificate of agreed value be effective unless signed by all the shareholders. The shareholders may at any time execute a new certificate of agreed value which shall automatically replace all prior certificates of agreed value and in no event shall any but the last certificate of agreed value be effective, if at all, for the purpose herein specified.

4. In the event there is no certificate of agreed value or in the event the same is more than two (2) years old, then, and in that event, Purchase Value shall mean book value of the shares of the Corporation. Book value of the shares of the Corporation shall mean as determined by the accountant or accounting firm then servicing the Corporation, and such determination when made, certified, and delivered to the Corporation shall be binding upon the Corporation and upon all parties bound by the terms of the Agreement. Such determination shall be made in accordance with sound accounting practice and the following shall be observed:
- a. No allowance of any kind shall be made for goodwill, trade name, or any similar intangible asset.
 - b. All accounts payable shall be taken at the face amount, less discounts deductible therefrom, and all accounts receivable shall be taken at the face amount thereof, less discounts to the customers and a reasonable reserve for bad debts.
 - c. All machinery, fixtures, and equipment shall be taken at the valuation appearing on the books of the Corporation.
 - d. Inventory of merchandise and supplies shall be computed at cost or market value, whichever is lower.
 - e. All unpaid and accrued taxes shall be deducted as liabilities.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is: Aubin Wade Robinson, Attorney
505 Royal Palm Beach Blvd.
Royal Palm Beach, Florida 33411

ARTICLE V
INCORPORATORS

The name(s) and addresses of the incorporators to this Articles of Incorporation is (are):
Wilhelm Radlein, 2710 W. Sunrise Blvd., Ft. Lauderdale, FL 33311

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE
ARTICLES OF INCORPORATION ON 10-22-2011



Signature of Incorporator

Wilhelm Radlein
Printed Name of Incorporator

Signature of Additional Incorporator

Printed Name of Additional Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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.


Aubin Wade Robinson, Registered Agent

10/22/2011
Date

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