

P95000028094

Law Offices

Michael R. Fabrikant

SPECIALIZING IN:
ESTATE PLANNING, WILLS, TRUSTS,
TAXATION, REAL ESTATE,
CORPORATIONS

2500 EAST HALLANDALE BEACH BOULEVARD
SUITE 405
HALLANDALE, FLORIDA 33009

TELEPHONE
(305) 464-0100
FAX: 047-2327
FAX 464-6102

March 27, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500001450239
-04/07/95--01023--007
***1907.50 ***122.50

RE: GEOVER, INC. and
G & V ROSEN FAMILY LIMITED PARTNERSHIP

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of Geover, Inc. for filing, together with a check in the amount of \$122.50 for filing fees.

Also enclosed please find the original and one copy of the G & V ROSEN FAMILY LIMITED PARTNERSHIP AND CERTIFICATE OF LIMITED PARTNERSHIP AGREEMENT with Affidavit and a check for filing fees and registered agent fees in the amount of \$1,785.00.

Please return the filed documents to me at the above address as soon as possible.

Thank you for your prompt attention to this matter.

Very truly yours,



MICHAEL R. FABRIKANT

MRF/wf
Encls.

FILED
95 APR -6 11 30 20
TALLAHASSEE, FLORIDA

M. Fabrikant GAVE
AUTHORIZATION BY PHONE TO
CORRECT 1/A 4/11/95
DATE 4/10
BY 9/6

446
2-10

ARTICLES OF INCORPORATION
OF
GEOVER, INC.

FILED
95 APR - 6 10 3 28
SECRET
TELETYPE UNIT

ARTICLE I
NAME

The name of this Corporation is GEOVER, INC. and its address is 448 Poinciana Drive, Hallandale, Florida 33009.

ARTICLE II
PURPOSE

This Corporation is organized for the following purposes:

1. To engage in the business of real estate investments, the holding of partnership interests and managing and operating as a general partner of various partnerships.
2. To carry on any lawful business necessary or incidental to the attainment of the purpose of this Corporation, whether or not such business is similar in nature to the purposes enumerated in these Articles of Incorporation, and all other lawful business which may be conducted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common

stock having a par value of \$10.00. The consideration received for issuance of said stock shall be as determined by the Board of Directors. After payment to the Corporation by cash, services actually performed, or tangible or intangible property for said shares, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE IV

PRE-EMPTIVE RIGHTS

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

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall have perpetual existence and its existence shall commence upon filing.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Corporation is 2500 E. Hallandale Beach Boulevard, Hallandale, Florida 33009, and the name of the initial registered agent of this Corporation at that address is Michael R. Fabrikant, Esquire, who is hereby designated as the Corporation's agent to accept service of process within the State of Florida; that the place of business of the Corporation shall be the State of Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

George J. Rosen
448 Poinciana Drive
Hallandale, Florida 33009

Vera Rosen
448 Poinciana Drive
Hallandale, Florida 33009

ARTICLE VIII

INCORPORATION

The names and addresses of the persons signing these Articles as Incorporators is/are:

Georgo J. Rosen
448 Poinciana Drive
Hallandale, Florida 33009

ARTICLE IX

LIMITATIONS AND RELATIVE RIGHTS OF CAPITAL STOCK

Section 1. Dividends.

The holder of record of the capital stock shall be entitled to cash or stock dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors. Cash or stock dividends, if any, shall accrue from the date of issue, unless decided otherwise by the Board of Directors.

Section 2. Rights Upon Liquidation or Dissolution.

After payment of all of the debts, liabilities and responsibilities of the Corporation, the holders of the capital stock shall be entitled to distribute the remaining assets of this Corporation in such manner that the assets shall be payable to and distributed ratably among the holders of record of the capital stock in proportion to the number of shares held and owned by each shareholder. Any liquidation under this section shall not treat accumulated dividends as set forth in Section 1 that have not been distributed in any preferential manner.

Section 3. Voting Rights.

Except as otherwise provided by law, the voting for the election of directors shall be vested exclusively in the holders of the outstanding capital shares.

ARTICLE X

REGISTRATION ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

GEORGE J. ROSEN, TRUSTEE OF THE GEORGE J. ROSEN REVOCABLE
TRUST: 50 shares

VERA ROSEN, TRUSTEE OF THE VERA ROSEN REVOCABLE
TRUST: 50 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders, if any. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all the shareholders and/or this Corporation.

The above restriction shall apply not only upon the reissuance or transfer of capital stock of this Corporation to another stockholder, but shall also apply in the event of death, disability, or other reasons, all of which shall be separately set forth in the bylaws and stockholders agreement.

In the event of the death of GEORGE J. ROSEN, the Corporation and/or the Estate of GEORGE J. ROSEN, shall have the right to purchase the shares of stock owned by VERA ROSEN, at a purchase price equal to par value.

ARTICLE XI

SHARE HOLDER QUORUM AND VOTING

Unanimity of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative unanimous vote of all of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Any liquidation or dissolution of the Corporation requires unanimity of all shareholders.

ARTICLE XII

POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, except this

Corporation shall not have the power to conduct business in violation of its Articles of Incorporation, bylaws, or any stockholders agreement in existence.

ARTICLE XIII

DIRECTORS, RESIDENCE AND COMPENSATION

Directors of this Corporation need not be residents of the State of Florida. The shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of this Corporation.

ARTICLE XIV

DIRECTOR QUORUM AND VOTING

Unanimity of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative, unanimous vote of the directors present and voting shall be the act of the Board of Directors.

ARTICLE XV

INDEMNIFICATION

This Corporation may indemnify any officer or director or any former officer or directors, to the full extent permitted by law.

ARTICLE XVI

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribed have executed these Articles of Incorporation this 22nd day of March 1995.

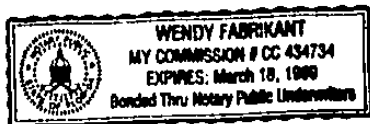


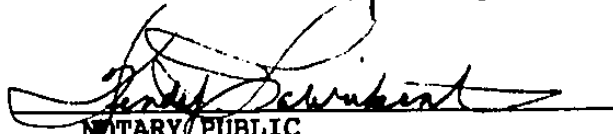
GEORGE J. ROSEN

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared GEORGE J. ROSEN, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 22 day of March, 1995.





NOTARY PUBLIC
My Commission Expires:

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

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

FIRST THAT GEOVER, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HALLANDALE, STATE OF FLORDIA, HAS NAMED MICHAEL R. FABRIKANT ^{Esq.} AT 2500 EAST HALLANDALE BEACH BOULEVARD, SUITE 405, HALLANDALE, FLORIDA 33009, AS ITS AGENTS TO ACCEPT PROCESS WITHIN FLORIDA.

SIGNATURE: 

GEORGE J. ROSEN, PRESIDENT

DATED: March 22, 1995

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: 

MICHAEL R. FABRIKANT Esq.
Resident Agent

DATED: March 22, 1995

FILED
95 APR -6 11 10:26
SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/19/01 BY 60322 UCBAW

P95000028094

SPECIALIZING IN
ESTATE PLANNING, WILLS, TRUSTS,
TAXATION, ESTATE PLANNING,
COMMUNICATION

2800 EAST HALLANDALE BEACH BOULEVARD
SUITE 400
HALLANDALE, FLORIDA 33009

TELEPHONE
(305) 454-6100
FAX: 947-2327
FAX 454-6102

September 21, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: GEOVER, INC.

Miss

FILED
95 SEP 29 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please find enclosed the Articles of Dissolution for the above referenced Corporation, in duplicate, along with a check in the amount of \$35.00 which represents the cost of filing the foregoing.

Thank you for your prompt and courteous attention to this matter.

Very truly yours,

M. Fabrikant

MICHAEL R. FABRIKANT

MRF/mc
Encls.

800001598888
-10/02/95--01043--003
*****35.00 *****35.00

**00789,*

**ARTICLES OF DISSOLUTION
OF
GEOVER, INC.**

8
APR 25 1995
FILED
FBI - NEW YORK

1. The name of this corporation is GEOVER, INC.
2. The date the corporation is authorized to be dissolved is April 6, 1995, the effective date of dissolution, at which time all business of the corporation shall terminate.
3. All of the shareholders of the corporation have approved the dissolution and that sufficient votes were cast for dissolution.
4. All assets of the corporation remaining as of the effective date of dissolution shall be distributed to the shareholders equally, of which there are none, except cash may be used to pay anticipated debts and taxes, if any.

The undersigned, being all the directors and stockholders of this corporation have executed these Articles of Dissolution.

Dated: April 6th, 1995

George J. Rosen
GEORGE J. ROSEN, TRUSTEE OF THE
GEORGE J. ROSEN REVOCABLE TRUST

Vera Rosen
VERA ROSEN, TRUSTEE OF THE
VERA ROSEN REVOCABLE TRUST