

**P9500032036**

**RONALD W. TURNER** 305-975-5177

PROFESSIONAL FINANCIAL SVCS

2300 W SAMPLE RD STE 308

**ROMANO BEACH**  
~~\*\*\*\*\*~~

FL 33073

**FILED**

95 APR 13 AM 9:18

CLERK OF COURT  
HALL COUNTY, FLORIDA

OFFICE USE ONLY

CLERK OF COURT  
HALL COUNTY, FLORIDA  
\*\*\*\*\*

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. U-Sell-It, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Ronald W. Turner* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Corp. Suffix*  
DATE *4-24-95*  
DOC EXAM *Donix Brower*

Examiner's Initials

. CERTIFICATE OF INCORPORATION  
OF

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CLERK OF COURT  
FLORIDA

The undersigned, being of legal age, does hereby form a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I

The name of this Corporation shall be:

*U-SELL-IT, INC.*

ARTICLE II  
GENERAL NATURE OF BUSINESS

This corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to the following:

- A. To engage in all aspects of land planning and improvements including construction of buildings both for rental and for submission to the condominium or co-operative form of ownership and resale, or for speculation and resale; to enter into all phases of construction and development, to purchase or otherwise acquire; and to own, mortgage, improve, buy, sell, exchange, deal in and with, dispose of, manage and operate real property (both improved and unimproved), and personal property of whatsoever nature or kind, as owner, agent, factor or broker.
- B. To build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally; to loan money upon real and personal property and to take mortgages and bonds, and assignment of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage, or otherwise.
- C. To buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description.
- D. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, ware, merchandise, and real and personal property of every kind and description.
- E. To act as agent, broker or attorney in fact for any persons, firms or corporations in buying, selling and dealing in real and personal property of whatsoever nature or kind, and any

and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in and claims affecting same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings, and business relating to any of the purposes herein mentioned or referred to.

F. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon; to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

G. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company, or otherwise.

H. To borrow money and contract debts, when necessary, in the purchase or acquisition of real, personal and intangible property, business rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debenture, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

J. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State or any other of the several states, territories, possessions and dependencies of the United State, the District of Columbia, and in any and all foreign countries.

K. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or association, certificates of trust or beneficial interests in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

L. To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this Corporation, as principal or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the Corporation.

M. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the laws of the State of Florida are hereby included.

### ARTICLE III CAPITAL STOCK

The capital stock of this Corporation shall be 600 shares common stock having a par value of \$1.00 per share.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

All common stock of this Corporation shall be issued pursuant to Section 1244 of the Internal Revenue Code.

ARTICLE IV  
CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V  
CORPORATE EXISTENCE

Corporate existence shall begin at the time of subscription and acknowledgement of this Certificate, except that in the event this Certificate is not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when this Certificate is filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of said Corporation shall be at *2300 W. Sample Road, Suite 208  
Pompano Beach, Florida 33073*

This Corporation shall have the privilege of having branch offices at other places within or without the State of Florida.

The Registered Agent of this Corporation is Scott R. Kessler

ARTICLE VII  
NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one (1) nor more than nine (9).

ARTICLE VIII  
DIRECTORS

The name and Street address of each member of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
SCOTT R. KESSLER	<i>2300 W. Sample Road, Suite 208, Pompano Beach, FL 33073</i>
RONALD W. TENNER	<i>2300 W. Sample Road, Suite 208, Pompano Beach, FL 33073</i>
JEFFERY L. KESSLER	<i>2300 W. Sample Road, Suite 208, Pompano Beach, FL 33073</i>

# ARTICLE IX SUBSCRIBERS

The name and street address of each person signing this Certificate of Incorporation as a subscriber, and the number of shares of stock subscribed are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
SCOTT R. KESSLER	2300 W. SUMMIT ROAD, SUITE 205 POMEROY BEACH, FL 33073	200
RONALD W. TURNER	2300 W. SUMMIT ROAD, SUITE 205 POMEROY BEACH, FL 33073	200
TERRY L. KESSLER	2300 W. SUMMIT ROAD, SUITE 205 POMEROY BEACH, FL 33073	200

The stockholders agree to pay not less par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

# ARTICLE X AMENDMENT


This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its members and upon the dividends due to them for any indebtedness of such member of the Corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares hereinabove set forth, and hereunto set out hands and seals this

18<sup>th</sup> day of April, 1995

  
\_\_\_\_\_  
Terry L. Kessler

  
\_\_\_\_\_  
Scott R. Kessler

STATE OF FLORIDA  
COUNTY OF BROWARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared

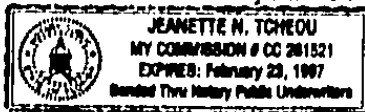
*SCOTT A. KESSLER*

parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I have first made known to them the contents of said Certificate, they did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS MY hand and official seal, this 10<sup>th</sup> day of

April, 95

My Commission Expires:



*Jeanette M. Tchou*  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF BROWARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared

*Ronald W. Turner*

parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I have first made known to them the contents of said Certificate, they did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS MY hand and official seal, this 10<sup>th</sup> day of

April, 1955

My Commission Expires:



*Jeanette N. Tchou*  
NOTARY PUBLIC



STATE OF FLORIDA  
COUNTY OF BROWARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared

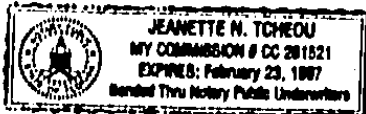
*TERRY L. KESSLER*

parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I have first made known to them the contents of said Certificate, they did acknowledge that they signed, sealed and delivered the sale as their voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS MY hand and official seal, this 10<sup>th</sup> day of

April, 95

My Commission Expires:



*Jeanette N. Tchou*  
NOTARY PUBLIC

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

\* \* \* \* \*

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--That U-SELL-IT, INC.

desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation at City of Pompano Beach, County  
of Broward, State of Florida has named  
Scott R. Kessler located at  
4300 W. Samac Road, Suite 208  
City of Pompano Beach, County of Broward,  
State of Florida, as its agent to accept service of process  
within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

By [Signature]  
(Registered Agent)

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