

P96000020661

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

200001734982
-03/07/96--01001--000
****122.50 ****122.50

OFFICE USE ONLY

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

1. PHS PLUS, 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 checked="" 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 |

Examiner's Initials

3/6/96

FISCHER & SCHULMAN

A Partnership of Professional Associations

Emerald Hills Executive Plaza Two
4651 Sheridan Street • Suite 325
Hollywood, Florida 33021-3440

Rebecca H. Fischer, P.A. *
Benjamin R. Schulman, P.A.

(305) 963-2773
(800) 351-2773
FAX (305) 963-2002

* Also Admitted to Practice in California

February 28, 1996

Secretary of State
Division of Corporations
Tallahassee, FL

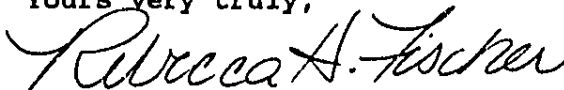
Re: Pens Plus, Inc.

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named corporation along with a check in the amount of \$122.50.

From: Rebecca H. Fischer, Esq.
Emerald Hills Executive Plaza Two
4651 Sheridan Street, Suite 325
Hollywood, FL 33021
(305) 963-2773

Yours very truly,



Rebecca H. Fischer

RHF/pw
enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -6 PM 3:50

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -6 PM 3:51

PENS PLUS, INC.

I, the undersigned Incorporator, do hereby subscribe to and adopt the following Articles of Incorporation for the purpose of forming a corporation under Section 621 of the Florida Business Corporation Act.

ARTICLE ONE
NAME and PRINCIPAL OFFICE

The name of the corporation shall be PENS PLUS, INC., and the principal place of business and mailing address of this corporation shall be: 7540 N.W. 5th Street, Suite #1, Plantation, Florida 33317.

ARTICLE TWO
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| Number of Shares | Par Value | Class of |
|-------------------|------------------|--------------|
| <u>Authorized</u> | <u>Per Share</u> | <u>Stock</u> |
| 1000 | No par value | Common |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services or any benefit to the corporation in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be at 4651 Sheridan Street, Suite 325, Hollywood, Florida 33021-3449 and the name of its registered agent at such address is Rebecca H. Fischer, P.A.

ARTICLE SIX
INITIAL DIRECTORS

The corporation shall have seven(7) directors. The number shall be fixed by the By-Laws and may be changed from time to time, within the limits prescribed herein. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of the corporation, who shall hold office until a successor is duly elected and qualified, shall be:

| | |
|-----------------|--|
| Jacques Bodner | (Address) 7540 N.W. 5th Street Suite #1 Plantation, FL 33317 |
| Lawrence Bodner | 7540 N.W. 5th Street Suite #1 Plantation, FL 33317 |
| Frederic Bodner | 7540 N.W. 5th Street Suite #1 Plantation, FL 33317 |
| Gary Bodner | 7540 N.W. 5th Street Suite #1 Plantation, FL 33317 |
| Shelly Dickman | 7540 N.W. 5th Street Suite #1 Plantation, FL 33317 |

ARTICLE SEVEN
INCORPORATOR

The name and address of the Incorporator is Rebecca H. Fischer, P.A., 4651 Sheridan Street, Suite 325, Hollywood, Florida 33021-3449.

ARTICLE EIGHT
DIRECTOR CONFLICT OF INTEREST

No other contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE NINE
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, whether now or hereafter in effect.

ARTICLE TEN
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE ELEVEN
AMENDMENT

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

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Florida Business Corporation Act, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 4th, day of March, 1996

Rebecca H. Fischer

Rebecca H. Fischer, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 4th day of March, 1996 She is personally known to me.



EILEEN R. YASHIN
My Commission CC518774
Expires Dec 06, 1999

Eileen R. Yashin

Notary Public, State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned, corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 7540 N.W. 5th Street, Suite #1, Plantation, FL 33317 submits the following statement in designating the registered office/registered agent, in the State of Florida.


The name of the corporation is:

Penn Plus, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -6 PM 3:51

2. The name and address of the registered agent and office is:

Rebecca H. Fischer, P.A.
Emerald Hills Executive Plaza Two
4651 Sheridan Street, Suite 325
Hollywood, Florida 33021-3449



Freddy Bodner under Power of Attorney
for Lawrence Bodner
President
Dated: March 4, 1996

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.



Signature (Registered Agent)

P96000020661

Requestor's Name

FISCHER & SCHULMAN

A Partnership of Professional Associations

Emerald Hills Executive Plaza Two
4051 Sheridan Street • Suite 325
Hollywood, Florida 33021-3449

Office Use Only

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Examiner's Initials

RECEIVED
95 AUG -8 AM 8:11
FILED
DIVISION OF CORPORATIONS
FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1996

Fischer & Schulman
4651 Sheridan St.
Suite 325
Hollywood, FL 33021-3449

SUBJECT: PENS PLUS, INC.
Ref. Number: P96000020661

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 696A00036438

ARTICLES OF DISSOLUTION
OF

PENS PLUS, INC.

FILED
CLERK-9 AM 8:11
JUL 10 1996

Pens Plus, Inc., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act.

- FIRST: The name of the corporation is Pens Plus, Inc. (The "Company").
- SECOND: The Company's articles of incorporation were filed on March 6, 1996.
- THIRD: The Company has not commenced business.
- FOURTH: The Company does not have any unpaid debt.
- FIFTH: A majority of the directors of the Company authorized the dissolution of the Company on July 5, 1996
- SIXTH: The Company's net assets remaining after winding up the Company's affairs have been distributed to the Company's shareholders.

EXECUTED: July 10, 1996

Pens Plus, Inc.

By: Lawrence Bodner
Lawrence Bodner, President