

1201 HAYS STREET  
MIAMI, FL 33130  
800 1 800 6  
P96000043056



ACCOUNT NO. : 072100000032

REFERENCE : 959232 81599A

AUTHORIZATION : Patricia Pizab

COST LIMIT : \$ 122.50

ORDER DATE : May 20, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 959232

CUSTOMER NO: 81599A

CUSTOMER: Marc P. Ossinsky, Esq  
MARC P. OSSINSKY, P.A.

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: 535 DEVELOPMENT CORPORATION

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

625-671  
W96-10640

FILED  
OFFICE OF STATE  
CORPORATIONS  
95 MAY 20 AM 10:26

RECEIVED  
96 MAY 20 AM 11:09  
DIVISION OF CORPORATIONS

5/21/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Morton  
Secretary of State

RECEIVED

26 MAY 20 PM 4:12

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
26 MAY 20 PM 10:26

May 20, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: 535 DEVELOPMENT CORPORATION  
Ref. Number: W96000010640

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for 535 DEVELOPMENT CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 196A00024905

EFFECTIVE DATE  
5/17/96  
ARTICLES OF INCORPORATION  
OF

FILED  
IN THE OFFICE OF THE CLERK  
OF THE STATE OF FLORIDA  
96 MAY 20 11:10:25

535 DEVELOPMENT CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

535 DEVELOPMENT CORPORATION  
1321 Edgewater Drive, #5  
Orlando, FL 32804

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 1321 Edgewater Drive, #5, Orlando, FL 32804, and the name of its initial Registered Agent at that address is JOSEPH NISBETT.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
JOSEPH NISBETT	1321 Edgewater Drive #5, Orlando, FL 32804
J. BRAILEY ODHAM	1321 Edgewater Drive #5, Orlando, FL 32804

Article 7. Incorporators. The name and address of each Incorporator is as follows:

JOSEPH NISBETT, 1321 Edgewater Drive #5, Orlando, FL 32804  
J. BRAILEY ODHAM, 1321 Edgewater Drive #5, Orlando, FL 32804

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
JOSEPH NISBETT	250
J. BRAILEY ODHAM	250

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.



Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is May 17, 1996.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation

on this \_\_\_\_\_ day of May, 1996.

  
\_\_\_\_\_  
JOSEPH NISBETT, Incorporator  
  
\_\_\_\_\_  
J. BRAILEY ODHAM, Incorporator

STATE OF FLORIDA )

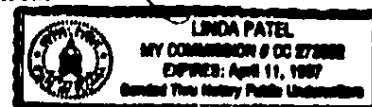
ss.

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May, 1996, by Joseph Nisbett and J. Bralley Odham, directors of 535 DEVELOPMENT CORPORATION, a corporation, on behalf of the corporation, who are personally known or produced \_\_\_\_\_ as ~~identification~~.

  
\_\_\_\_\_  
Notary Public

My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
UPON WHOM PROCESS MAY BE SERVED,  
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

535 DEVELOPMENT CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1321 Edgewater Drive #5, Orlando, FL 32804, has named JOSEPH NISBETT, located at 1321 Edgewater Drive, #5, Orlando, FL 32804, as its agent to accept service of process within Florida.

  
JOSEPH NISBETT

Incorporator

Title 5-17-96

Date

  
J. BRAILEY ODHAM

Incorporator

Title 5-17-96

Date

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 state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
JOSEPH NISBETT, Registered Agent

5/17/96  
Date