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GAY AND GORDON ATTORNEYS, P.A.

609 FIRST AVENUE NORTH
P.O. BOX 263

ST. PETERSBURG, FLORIDA 33731

WILLIAM W. GAY (1919 - 1993)
SEYMOUR A. GORDON

TELEPHONE
(813) 806 8111
FAX (813) 822-2234

August 21, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001982850
-08/27/96--01032--0110
****122.50 ****122.50

Re: CHECKMATE EQUITIES, INC.

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation for the following corporation:

CHECKMATE EQUITIES, INC.

My firm's check in the amount of \$122.50 is enclosed to cover the filing fees.

Please forward the certified copy of the Articles of Incorporation to my office, after filing.

Thank you for your assistance.

Sincerely yours,



Seymour A. Gordon

SAG/sa
Enclosures

FILED
96 AUG 26 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc AUG 28 1996

ARTICLES OF INCORPORATION
OF
CHECKMATE EQUITIES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

CHECKMATE EQUITIES, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation: This corporation may engage in every activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,500 shares of common stock having a nominal or par value of \$1.00.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation is to begin business is \$500.00.

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96 AUG 26 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 5281 Isla Key Boulevard, #302, St. Petersburg, Florida 33715. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than two.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
BARRY R. KIRSNER	5909 Skimmer Point Blvd. St. Petersburg, FL 33707
JOSEPH M. BEARSON	5281 Isla Key Blvd., #302 St. Petersburg, FL 33715

ARTICLE IX

SUBSCRIBERS

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
BARRY R. KIRSNER	5909 Skimmer Point Blvd. St. Petersburg, FL 33707	500
JOSEPH M. BEARSON	5281 Isla Key Blvd., #302 St. Petersburg, FL 33715	500

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be mended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XI

INITIAL OFFICERS

The officers who are to conduct the business of the corporation and serve as such until the next annual election of officers, or until their successors are duly elected and qualify, shall be as follows:

President:	BARRY R. KIRSNER
Vice President:	JOSEPH M. BEARSON
Secretary:	BARRY R. KIRSNER
Treasurer:	JOSEPH M. BEARSON

ARTICLE XII

REGISTERED AGENT

The directors shall have the power to appoint a person or persons as Registered Agent for this corporation and until his successor has been appointed, JOSEPH M. BEARSON, is and shall be the Registered Agent for this purpose. The Registered Office shall be 5281 Isla Key Boulevard, #302, St. Petersburg, Florida 33715.

ARTICLE XIII

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement, without a meeting, as provided in Florida Statutes 607.394 and the By-Laws.

ARTICLE XIV

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty

(30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

(1) Barry R. Kirsner
BARRY R. KIRSNER

(2) Joseph M. Bearson
JOSEPH M. BEARSON

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a notary public authorized in the State and County aforesaid to take acknowledgments, personally appeared BARRY R. KIRSNER AND JOSEPH M. BEARSON, who ☒ are personally known to me or who ☐ produced _____ as identification, known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles.

Witness my hand and official this 21st day of August, 1996.

(3) [Signature]
Notary Public
My commission expires:

SEYMOUR A. GORDON
COMMISSION # CC 297728
EXPIRES AUG 17, 1997
Atlantic Bonding Co., Inc.
800-732-2245

ACCEPTANCE OF REGISTERED AGENT

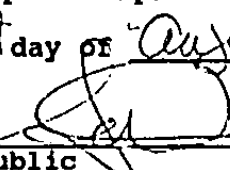
I, JOSEPH M. BEARSON, of St. Petersburg, Pinellas County, Florida, hereby agree to serve as the Registered Agent for CHECKMATE EQUITIES, INC.


JOSEPH M. BEARSON

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a notary public, personally appeared JOSEPH M. BEARSON, who ☒ is personally known to me or who ☐ produced _____ as identification, to me known to be the person described in and who executed the foregoing Acceptance of Registered Agent and he acknowledged executing the same for the purposes expressed therein.

Witness my hand and seal this 21st day of August 1996.

(5) 
Notary Public
My commission expires:



SEYMOUR A. GORDON
COMMISSION # CC 297728
EXPIRES AUG 17, 1997
Atlantic Bonding Co., Inc.
P.O. 732-2245

SECRETARY OF STATE
TAMM:SSSE, FLORIDA

96 AUG 26 PM 2:25

FILED