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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003266

FAX #: (305)541-3770

NAME: GLEASMAN-FLICKSTEIN HOLDINGS, INC.

AUDIT NUMBER.....H96000012647

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
GLEASMAN-FLICKSTEIN HOLDINGS, INC.**

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The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida General Corporation Act, as amended.

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be Gleasman-Flickstein Holdings, Inc.

ARTICLE II - ADDRESS OF THE CORPORATION

The principal mailing office of the corporation shall be c/o The Law Offices of John T. Paxman, P.A.,
1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

ARTICLE III - PURPOSE OF THE CORPORATION

This corporation shall be authorized to engage in all lawful business purposes for which corporations may be incorporated under the Florida General Corporation Act, as amended.

ARTICLE IV - SHARES

The corporation shall be authorized to issue ten thousand (10,000) shares of common voting stock each of which with a par value of one and no/100 dollars (US \$1.00).

ARTICLE V - REGISTERED AGENT AND OFFICE

The initial registered agent and registered office of the corporation shall be

John T. Paxman
The Law Offices of John T. Paxman, P.A.
1601 Forum Place, Suite 801
West Palm Beach, Florida 33401

Prepared by:
John T. Paxman
515 N. Flagler Drive 1450
W. Palm Beach, FL 33401
(561)835-8661
FBN 867039

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ARTICLE VI - INCORPORATORS

The Incorporators of this corporation and their addresses are as follows:

Ron Flickstein
412 Foresta Place
West Palm Beach, Florida 33415

Scott Gleasman
678 Harth Drive
West Palm Beach, Florida 33415

ARTICLE VII - DIRECTORS

The initial board of directors shall consist of the following individuals:

Ron Flickstein
412 Foresta Place
West Palm Beach, Florida 33415

Scott Gleasman
678 Harth Drive
West Palm Beach, Florida 33415

ARTICLE VIII - DATE OF EXISTENCE

The date when the corporate existence for this corporation shall begin shall be the date of the filing of these articles of incorporation.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the Shareholders. Bylaws shall be adopted, amended or repealed as provided therein.

This 9th day of September 1996..

BY: 
Gleasman
Incorporator

BY: 
Flickstein
Incorporator

Sworn to, subscribed and acknowledged before me, the undersigned authority duly authorized to take and administer oaths in the State of Florida, this 9th day of September, 1996, by Scott Gleasman and Ron Flickstein, personally known to me and who did take an oath.


John T. Paxman
Notary Public, State of Florida

My Commission expires:



JOHN T. PAXMAN
My Commission 00474681
Expires Jan. 01, 1998
Bonded by HAI
800-422-1500

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §§ 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **Gleason-Mickstein Holdings, Inc.**
2. the name and address of the registered agent and office is:

John T. Paxman
The Law Offices of John T. Paxman, P.A.
1601 Forum Place, Suite 801
West Palm Beach, Florida 33401

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.


John T. Paxman, Registered Agent

September 8, 1996

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STATE OF FLORIDA

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