

P96000103370
Charter Number Only

12-18-96

Requestor's Name
Address
City State ZIP Phone

PBR

VALIDATION ONLY

FILED
96 DEC 26 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800002033628--7
-12/19/96--01036--002
****122.50 ****122.50

CORPORATION(S) NAME

of Palm Beach

The Rembrandt Company, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reservation	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Walk In	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> Mail Out
<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

W96-24654

CERTIFIED COPY

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1996

EMPIRE

MIAMI, FL

SUBJECT: THE REMBRANDT COMPANY, INC.
Ref. Number: W96000026658

We have received your document for THE REMBRANDT COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 496A00056632

ARTICLES OF INCORPORATION

of

THE REMBRANDT COMPANY of Palm Beach, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

THE REMBRANDT COMPANY of Palm Beach, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ~~100~~ One Hundred shares (100) of One Hundred Dollar(s) (\$ 100.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	FRANCIS C. GIACOMELLI	
ADDRESS	2655 NORTH OCEAN DRIVE #300	
CITY	SINGER ISLAND	FLORIDA
		ZIP 33404

The principal office, if known, or the mailing address of the corporation is:

NAME	THE REMBRANDT COMPANY of Palm Beach, INC.	
ADDRESS	2655 NORTH OCEAN DRIVE #300	
CITY	SINGER ISLAND	FLORIDA
		ZIP 33404

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

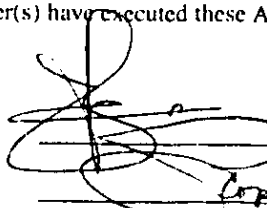
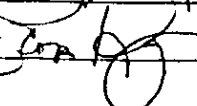
NAME <u>FRANCIS C. GIACOMELLI</u>		
ADDRESS <u>2655 NORTH OCEAN DRIVE #300</u>		
CITY <u>SINGER ISLAND</u>	STATE <u>FL</u>	ZIP <u>33404</u>
NAME <u>SCOTT A. ROGAN</u>		
ADDRESS <u>3306 ORANGE BLOSSOM COURT</u>		
CITY <u>PAUM BEACH GARDENS</u>	STATE <u>FL</u>	ZIP <u>33410</u>
NAME		
ADDRESS		
CITY	STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME <u>FRANCIS C. GIACOMELLI</u>		
ADDRESS <u>2655 NORTH OCEAN DRIVE #300</u>		
CITY <u>SINGER ISLAND</u>	STATE <u>FL</u>	ZIP <u>33404</u>
NAME <u>SCOTT A. ROGAN</u>		
ADDRESS <u>3306 ORANGE BLOSSOM COURT</u>		
CITY <u>PAUM BEACH GARDENS</u>	STATE <u>FL</u>	ZIP <u>33410</u>
NAME		
ADDRESS		
CITY	STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 17th day of DECEMBER 19 96

 12/17/96 (Seal)
 12/17/96 (Seal)
 _____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE REMBRANDT COMPANY of Palm Beach, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 2655 NORTH OCEAN DRIVE #300

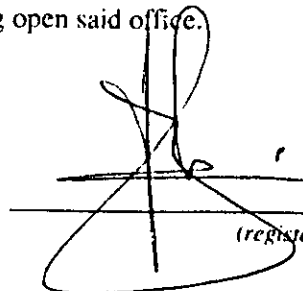
SINGER ISLAND, FL 33404

has named FRANCIS C. GIACOMELLI

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

12/17/96