

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE

1-3-97

REQUEST TAKEN CONFIRMED APPROVED

DATE 1/8/97

TIME 9:30

BY CO

WALK-IN Will Pick Up _____

RE: SARASOTA COMMERCIAL

management, Inc.

C.C. FEE.

DISBURSED

| | | |
|---|-------|-------|
| <input type="checkbox"/> Capital Express™ | _____ | _____ |
| <input checked="" type="checkbox"/> Art. of Inc. File | _____ | _____ |
| <input type="checkbox"/> Corp. Record Search | _____ | _____ |
| <input type="checkbox"/> Ltd. Partnership File | _____ | _____ |
| <input type="checkbox"/> Foreign Corp. File | _____ | _____ |
| <input checked="" type="checkbox"/> () Cert. Copy(s) | _____ | _____ |
| <input type="checkbox"/> Art. of Amend. File | _____ | _____ |
| <input type="checkbox"/> Dissolution/Withdrawal | _____ | _____ |
| <input type="checkbox"/> C U S - | _____ | _____ |
| <input type="checkbox"/> Fictitious Name File | _____ | _____ |
| <input type="checkbox"/> Name Reservation | _____ | _____ |
| <input type="checkbox"/> Annual Report/Reinstatement | _____ | _____ |
| <input type="checkbox"/> Reg. Agent Service | _____ | _____ |
| <input type="checkbox"/> Document Filing | _____ | _____ |
| <input type="checkbox"/> Corporate Kit | _____ | _____ |
| <input type="checkbox"/> Vehicle Search | _____ | _____ |
| <input type="checkbox"/> Driving Record | _____ | _____ |
| <input type="checkbox"/> Document Retrieval | _____ | _____ |
| <input type="checkbox"/> UCC 1 or 3 File | _____ | _____ |
| <input type="checkbox"/> UCC 11 Search | _____ | _____ |
| <input type="checkbox"/> UCC 11 Retrieval | _____ | _____ |
| <input type="checkbox"/> File No.'s, _____ Copies | _____ | _____ |
| <input type="checkbox"/> Courier Service | _____ | _____ |
| <input type="checkbox"/> Shipping/Handling | _____ | _____ |
| <input type="checkbox"/> Phone () | _____ | _____ |
| <input type="checkbox"/> Top Priority | _____ | _____ |
| <input type="checkbox"/> Express Mail Prep. | _____ | _____ |
| <input type="checkbox"/> FAX () pgs. | _____ | _____ |

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 16% per Annum.

THANK YOU
from
Your Capital Connection



RECEIVED

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATION

January 9, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: SARASOTA COMMERCIAL MANAGEMENT, INC.
Ref. Number: W97000000522

We have received your document for SARASOTA COMMERCIAL MANAGEMENT, 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):

Article II states two effective dates. Please list only one date.

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: 897A00001092

Corrected

A hand-drawn smiley face with a circle for a head, two dots for eyes, and a curved line for a smile.

EFFECTIVE DATE
1-3-97

FILED
97 JAN -9 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SARASOTA COMMERCIAL MANAGEMENT, INC.**

The undersigned subscribers to the articles of incorporation, MARK S. KAUFFMAN and IRENE KAUFFMAN, who are natural persons competent to contract, hereby form a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of this corporation is SARASOTA COMMERCIAL MANAGEMENT, INC. The mailing address of the corporation is: 1290 North Palm Ave., Sarasota, FL 34236.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be January 3, 1997 if permitted by law; but no later than the date of subscription and acknowledgment of these articles; and the corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The corporation is organized to engage in any and all lawful businesses.

ARTICLE IV

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to an use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or

invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE V

Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of no par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered agent office of this corporation is 523 South Washington Blvd., Sarasota, Florida 34236 and the name of its initial registered agent at such an address is DAVID S. SIMON, ESQ.

ARTICLE VII

Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| MARK S. KAUFFMAN | 1290 North Palm Ave.. Sarasota, Florida 34236 |
| IRENE KAUFFMAN | 1290 North Palm Ave.. Sarasota, Florida 34236 |

ARTICLE VIII

Subscribers

The name and street address of the incorporators signing these articles of incorporation are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| MARK S. KAUFFMAN | 1290 North Palm Ave.. Sarasota, Florida 34236 |

IRENE KAUFFMAN

1290 North Palm Ave..
Sarasota, Florida 34236

ARTICLE IX

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XI

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on JANUARY 7, 1997.

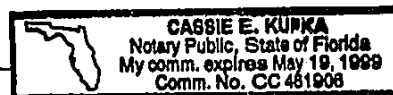
Mark S. Kauffman
MARK S. KAUFFMAN

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on JANUARY 7, 1997 by MARK S. KAUFFMAN.

Cassie E. Kupka
Notary Public

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____



IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on JANUARY 7, 1997.

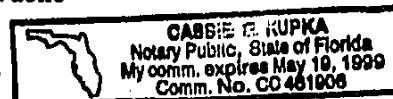
Irene Kauffman
IRENE KAUFFMAN

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on JANUARY 7, 1997 by IRENE KAUFFMAN.

Cassie E. Kupka
Notary Public

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____



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

97 JAN -9 PH 3: 51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 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 agent / registered office, in the State of Florida.

1. The name of the corporation is SARASOTA COMMERCIAL MANAGEMENT, INC.

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

DAVID S. SIMON, ESQ.
523 S. WASHINGTON BLVD.
SARASOTA, FLORIDA 34236

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

1/7/97 1/7/97
DATE DS

David S. Simon
DAVID S. SIMON, ESQ.