

P97000027218



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 308140 81081A

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : March 26, 1997

ORDER TIME : 11:06 AM

ORDER NO. : 308140-005

CUSTOMER NO: 81081A

CUSTOMER: Karen Alexander, Esq  
ALEXANDER DAMBRA & DUHL, P.A.

Suite 201  
5737 Okeechobee Boulevard  
West Palm Beach, FL 33417

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DOMESTIC FILING

NAME: 2801 NORTH FLAGLER DRIVE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

File First

8N MAR 26 1997

FILED  
97 MAR 26 PM 12:41  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

07 1 000 000 12

**ARTICLES OF INCORPORATION  
OF  
2801 NORTH FLAGLER DRIVE, INC.**

FILED  
97 MAR 26 PM 12:41  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and Immunities of a Corporation for profit.

**ARTICLE I**

Name of Corporation

The name of this Corporation shall be 2801 North Flagler Drive, Inc., with its principal office address: 166 Harvard Drive, Lake Worth, Florida 33460.

**ARTICLE II**

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition.

(c) To do any and everything pertinent to the above.

**ARTICLE III**

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar

(\$1.00) par value common stock.

#### **ARTICLE IV**

##### **Preemptive Rights**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE V**

##### **Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### **ARTICLE VI**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is: 166 Harvard Drive, Lake Worth, Florida 33460, and the name of the initial registered agent of this Corporation at that address is: Philip V. Spinelli.

#### **ARTICLE VII**

##### **Initial Board of Directors**

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one. The name and address of the initial Directors of this Corporation are as follows:

Philip V. Spinelli	166 Harvard Drive Lake Worth, Florida 33460
Paul B. Spinelli	1300 Lands End Road Manalapan, Florida 33484

#### **ARTICLE VIII**

##### **By-laws**

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of

Directors and the Shareholders.

#### ARTICLE IX

##### Indemnification

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

#### ARTICLE X

##### Incorporator

The name and address of the person signing these Articles is as follows: Philip V. Spinelli, 166 Harvard Drive, Lake Worth, Florida 33460.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 25 day of March, 1997.

  
\_\_\_\_\_  
PHILIP V. SPINELLI, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25 day of March, 1997, by PHILIP V. SPINELLI, who is personally known to me or who has produced \_\_\_\_\_ as identification.



(Notary Seal)

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

*Catherine M. Oregero*

\_\_\_\_\_  
Print Name of Notary Public

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT 2801 NORTH FLAGLER DRIVE, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 166 HARVARD DRIVE, LAKE WORTH, FLORIDA 33460, HAS NAMED PHILIP V. SPINELLI LOCATED AT 166 HARVARD DRIVE, LAKE WORTH, FLORIDA 33460, CITY OF LAKE WORTH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Philip V. Spinelli  
Philip V. Spinelli  
President

3-25-97  
(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 AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

Philip V. Spinelli  
Philip V. Spinelli

3-25-97  
(Date)

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