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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: GLOBAL LIQUIDATION, INC.

AUDIT NUMBER.....H97000011851

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

CERT. OF STATUS..0

PAGES..... 5

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## FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 22, 1997

EMPIRE

SUBJECT: GLOBAL LIQUIDATION, INC.  
REF: W97000016790

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Neysa Culligan  
Document SpecialistFAX Aud. #: H97000011851  
Letter Number: 397A00037011

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ARTICLES OF INCORPORATION  
OF

GLOBAL LIQUIDATION, INC.

WITNESSETH:

ARTICLE I  
NAME

The name of the corporation shall be:

GLOBAL LIQUIDATION, INC.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be:

P.O. Box 100189  
Ft. Lauderdale, Florida 33310-0189

ARTICLE III  
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV  
PURPOSE(S)

This Corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE V  
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE VI  
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or

Tim A. Shane, Esq.  
2455 E. Sunrise Blvd. #305  
Ft. Laud., FL 33304  
(954) 561.4551 / FBN. 368431

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by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII  
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida statutes, unless limited as follows:

No limitations

ARTICLE VIII

The name and the street address of the initial registered agent is:

Jeffrey Blitman  
900 N.W. 10th Ave  
FT. LAUDERDALE, FLA  
33311

ARTICLE IX  
INCORPORATORS

The name(s) and street address(es) of the incorporator(s) for these articles of incorporation is(are):

Jeffrey Blitman  
P.O. Box 100189  
Ft. Lauderdale, Florida 33310-0189

ARTICLE X  
INITIAL BOARD OF DIRECTORS

This Corporation shall have One director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial Director of the corporation is as follows:

Jeffrey Blitman  
P.O. Box 100189  
Ft. Lauderdale, Florida 33310-0189

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**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XII**  
**LIMITATION ON SHAREHOLDERS SUITS**

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

The undersigned incorporator(s) has(have) executed these articles of incorporation this 18<sup>th</sup> day of July, 1996.

Signature(s) of the incorporator(s)

\_\_\_\_\_  
Jeffrey Blitman

\_\_\_\_\_  
Jeffrey Blitman  
Typed name of incorporator  
signing

\_\_\_\_\_  
Typed name of incorporator signing

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

Pursuant to the provisions of sections 607.0501, 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: GLOBAL LIQUIDATION, INC.

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

Jeffrey Blitman  
900 N.W. 10<sup>th</sup> AVE  
Ft. Lauderdale FLA.  
33311

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.

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

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