

797000068054

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/05/97--01010--001
*****78.75 *****78.75

SUBJECT: BUSINESS SYSTEMS CONSULTANTS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

AL FRICK

Name (Printed or typed)

9212 HIGHLAND RIDGEWAY

Address

TAMPA, FL, 33647

City, State & Zip

813-907-8288

Daytime Telephone number

AUG 6

B518

NOTE: Please provide the original and one copy of the articles.

FILED

ARTICLES OF INCORPORATION

97 AUG -5 PM 2:00

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation. TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

BUSINESS SYSTEMS CONSULTANTS, INC

ARTICLE II PRINCIPAL OFFICE

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

9212 HIGHLAND RIDGE WAY, TAMPA, FL 33647

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

AL FRICK, 9212 HIGHLAND RIDGE WAY, TAMPA, FL 33647

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

AL FRICK, 9212 HIGHLAND RIDGE WAY, TAMPA, FL 33647

Al Frick

Signature/Incorporator

8/1/97

Date

(An additional article must be added if an effective date is requested.)

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

Al Frick

Signature/Registered Agent

8/1/97

Date

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PM

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ELECTRONIC FILING COVER SHEET

((H97000011778 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

50003255 FIRE CORPORATE KIT COMPANY

ACCT#: 0724

CONTACT: RAY STORMONT

FAX #: (305) 541-3770

PHONE: (305) 541-3694

NAME: NO-GO, INC.

AUDIT NUMBER.....H97000011778

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

CERT. OF STATUS...0

CERT. COPIES.....1

PAGES.....6

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EST. CHARGE... \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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BM 8/16/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1997

EMPIRE

SUBJECT: NO-GO, INC.
REF: W97000016694

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.

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

FAX Aud. #: H97000011778
Letter Number: 597A00036832

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ARTICLES OF INCORPORATION OF BROG, INC.

The undersigned acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I-NAME

The name of this corporation shall be: BROG, INC.

ARTICLE II-BUSINESS

The general nature of the business and businesses to be transacted are as follows:

Domestic and international commerce and any and all lawful business which corporation may be engaged in under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

Filed by: Roger M. Dunetz, Fla. Bar No. 0705063
1172 S. Dixie Hwy, Suite 456
Coral Gables, FL 33146
Phone (305) 461-0790 Fax (305) 443-9787

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ARTICLE III-SHARES

The authorized capital stock of this corporation shall consist of 1000 shares of common stock, \$1.00 par value. These shall be initially issued as follows: 45 to Brook Donald Smith, 10 to Josephine Lee Smith, 45 to Roger M. Dunetz. There shall be no preemptive rights granted to stockholders.

ARTICLE IV-EXISTENCE

The corporation is to have perpetual existence unless dissolved according to law.

ARTICLE V-ADDRESS

The address, including the initial street address, of the principal office of the corporation is: c/o Brook Donald Smith, President, 19380 Collins Avenue, Apt. Penthouse 18, Miami Beach, FL 33160.

ARTICLE VI-DIRECTORS

The corporation shall have not less than one Director, as provided by the by-laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE VII-FIRST BOARD

The following shall constitute the first Board of Directors of the corporation:

NAME:

ADDRESS:

BROOK DONALD SMITH

19380 Collins Avenue Penthouse 18
Miami Beach, FL 33160

ARTICLE VIII-INCORPORATOR

The name and address of the initial incorporator of the corporation is: BROOK DONALD SMITH, 19380 Collins Avenue Penthouse 18, Miami Beach, FL 33160.

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ARTICLE IX—GENERAL PROVISIONS

A. The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

B. Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

C. A director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

D. The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved, by reason of their being or having been an officer or director of the corporation (whether or not he or she continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

ARTICLE X—DESIGNATION OF REGISTERED OFFICE AND AGENT AND ACCEPTANCE OF APPOINTMENT

The proposed corporation hereby designates the following address within the State of Florida as the initial address of its registered agent at which service of process upon it within the State of Florida may be made,

19380 Collins Avenue Penthouse 18; Miami Beach, FL 33160

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and the proposed corporation hereby designates BROOK DONALD SMITH as its Registered Agent for service of process.

ARTICLE XI--BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this __ day of July, 1997.


BROOK DONALD SMITH
INCORPORATOR

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared BROOK DONALD SMITH known to me or who having produced FDL as identification and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the state and county aforesaid, this 7 day of July, 1997.


Notary Public, State of Florida
at Large

My commission expires:



David Warshofsky
MY COMMISSION # CC000141 EXPIRES
November 12, 2000
SIGNED THIS 7TH DAY OF JULY, 1997

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WITNESSETH

That BROG, INC. desiring to organize under the laws of the State of Florida, and having its principal office 19380 Collins Avenue Penthouse 18, Miami Beach, FL 33160 has named BROOK DONALD SMITH, whose address is 19380 Collins Avenue Penthouse 18, Miami Beach, FL 33160, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the corporation, and agree to comply with the applicable provisions of Florida law.

IN WITNESS WHEREOF, as said Registered Agent, I have caused this statement to be signed on this 04 day of ~~July~~
AUGUST, 1997.



BROOK DONALD SMITH
REGISTERED AGENT

97 AUG -6 PM 2:00
IN LAKEVIEW, FLORIDA

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