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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Gulfstream Equities, inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____ 000002317340--4
(Corporation Name) (Document #) -10/10/97--01055--023
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 OCT 10 PM 12:43
RECEIVED
97 OCT 10 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
GULFSTREAM EQUITIES, INC.**

The undersigned desiring to form a corporation for the purposes hereinafter stated under and pursuant to the laws of the State of Florida, do hereby declare as follows:

**ARTICLE I
NAME**

The name of the corporation shall be GULFSTREAM EQUITIES, INC.

**ARTICLE II
BUSINESS AND PURPOSE**

The nature of the business which may be transacted by the corporation is as follows: This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

**ARTICLE III
STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1000 shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations of going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

**ARTICLE V
PRINCIPAL OFFICE**

The principal office or place of business of the corporation shall be located at 1159 HILLSBORO MILE, HILLSBORO BEACH, FLORIDA 33062, with privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

The Registered Agent of this Corporation shall be MICHAEL M. WALLACK, Esq., a resident of Sarasota County, Florida, and the Registered Office of the Corporation shall be 2055 Wood Street, Suite 215, Sarasota, FL 34237.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a board of not less than one and not more than seven directors.

ARTICLE VIII INITIAL DIRECTORS

The names and addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified are the following:

<u>NAME</u>	<u>ADDRESS</u>
Vincent L. Celentano	4351 NW 101 Drive Coral Springs, FL 33065
David W. Celentano	1410 SE 17 th Terrace Deerfield Beach, FL 33441
Paul Camerone	241 Fairview Avenue Hamden, CT 06514

ARTICLE IX SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Michael M. Wallack	2055 Wood Street, Suite 215 Sarasota, FL 34237	1000

ARTICLE X ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all of the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XI

INITIAL OFFICERS

The names, offices, and streets addresses of the first officers of this Corporation who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Vincent L. Celentano	President	4351 NW 101 Drive Coral Springs, FL 33065
David W. Celentano	Vice President Secretary	1410 SE 17 th Terrace Deerfield Beach, FL 33441
Paul Camerone	Treasurer	241 Fairview Avenue Hamden, CT 06514

ARTICLE XII MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including without limitation the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the Corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the Corporation, subject to the reserved power of the stockholders to make, alter, and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book, or document of the Corporation, except as conferred by the laws of the State of Florida or as authorized by the Board.

SECTION D: To declare and pay dividends upon the shares of capital stock of the Corporation either out of net assets in excess of liabilities including capital or, out of net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time an amount to be set apart, out of any of the funds of the Corporation available for dividends, a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make any lawful disposition of any paid in or of capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the shareholders.

2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract, or transaction.

ARTICLE XIV CUMULATIVE VOTING

Cumulative voting may be permitted by the terms of the By-Laws.

ARTICLE XV INDEBTEDNESS

The highest amount of indebtedness or liability to which this corporation may at any time subject itself is unlimited.

ARTICLE XVI INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XVII BEGINNING OF CORPORATE EXISTENCE

The corporate existence of this corporation shall commence at 8:00 A.M. on the 10 day of October, 1997.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 9 day of October, 1997.



MICHAEL M. WALLACK

(SEAL)

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First GULFSTREAM EQUITIES, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Sarasota, State of Florida, has named MICHAEL M. WALLACK, Esq. located at 2055 Wood Street, Suite 215, Sarasota, FL 34237, as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL M. WALLACK
Registered Agent

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