LAW OFFICES OF RANDY A. FLEISCHER, P.A.



Re: Advanced Products Reps, Inc.

Dear Sir:

Enclosed herewith please find our check payable to your order in the amount shown below and the original and one (1) copy of the Articles of Incorporation. The funds enclosed are as follows:

| Filing fee | \$ 35.00 |
|----------------------|-------------|
| Certified copy | 52.50 |
| Registered agent fee | 35.00 |

Total:

\$122.50

Please file same and return the certified copy of the Articles of Incorporation to this office at your earliest convenience.

Very truly yours,

Randy A. Fleischer, Esq.

Enclosures

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LAW OFFICES OF RANDY A. FLEISCHER, P.A.

10000 Stirling Rd. Suite 1 Cooper City, Florida 33024 Broward (954) 441-6900 Fax (954) 441-6901 E-Mail: rafesq@igc.apc.org

November 10, 1997

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

Re: Advanced Products Reps. Of South Florida, Inc.

SECRETARY OF STATE CHAISIONS CHAISION AT 10 MS

Dear Sir:

Enclosed herewith please find the revised article of incorporation for the above-referenced corporation. Please be aware that the original and one (1) copy of the Articles of Incorporation had previously been submitted for Advanced Products Reps, Inc., on September 17th and the articles were returned on September 22nd, pursuant to the attached letter. A check in the amount of \$122.50 was retained by your office and should be applied to the filing fee for the attached articles.

Please file same and return the certified copy of the Articles of Incorporation to this office at your earliest convenience.

Very truly yours,

Randy A. Fleischer, Esq.

Enclosures





FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 22, 1997

RANDY A. FLEISCHER, P.A. 1000 STIRLING ROAD #1 COOPER CITY, FL 33024

SUBJECT: ADVANCED PRODUCTS REPS, INC.

Ref. Number: W97000021707

We have received your document for ADVANCED PRODUCTS REPS, INC.. However, the document has not been filed and is being returned for the following:

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.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 497A00046825

ARTICLES OF INCORPORATION

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<u>OF</u>

ADVANCED PRODUCTS REPS, OF SOUTH FLORIDA, INC.

ARTICLE I.

CORPORATE NAME

The name of the corporation is: ADVANCED PRODUCTS REPS,OF SOUTH FLORIDA, INC.

ARTICLE II.

CORPORATE OFFICE

The address of the principal office of the corporation is unknown and the mailing address of the corporation is: 130 N.W. 108 Terrace, #104 Pembroke Pines FL 33026.

ARTICLE III.

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| Number of Shares | Par Value | Class of |
|-------------------|------------------|----------|
| <u>Authorized</u> | <u>Per Share</u> | Stock |
| 7,500 | \$ 1.00 | Common |

ARTICLE IV.

PREEMPTIVE RIGHTS

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

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered office in the State of Florida are:

INITIAL REGISTERED AGENT: LAW OFFICE OF RANDY A. FLEISCHER, P.A.,

INITIAL REGISTERED OFFICE:

10000 Stirling Rd.

Suite 1

Cooper City Florida 33024

ARTICLE VI.

INCORPORATOR

The name and address of each Incorporator executing these Articles of Incorporation is:

<u>Name</u>

Address

Pembroke Pines FL 33026.

ARTICLE VII.

BY-LAWS

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

ARTICLE VIII.

INDEMNIFICATION

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

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 17th day of September, 1997.

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STATE OF FLORIDA :SS. COUNTY OF BROWARD

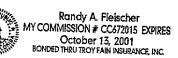
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared Bryan Wensloff who is personally known and who did (did not) take an oath, who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 10th day of November, 1997.

Notary Public State of Florida

at Large

My commission expires:



CERTIFICATE DESIGNATING (OR CHANGING) 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 That <u>ADVANCED PRODUCTS REPS, OF SOUTH FLORIDA, INC.</u> (Name of Corporation) |
| desiring to organize under the laws of the State of Florida with |
| its principal office, as indicated in the articles of incorporation |
| at City of <u>Pembroke Pines</u> , County of <u>Broward</u> , State |
| of <u>Florida</u> has named <u>Law Offices of Randy A. Fleischer, P.A.</u> (Registered Agent) |
| located at 10000 Stirling Rd. Suite 1 , (Street Address and number of building, Post Office Box address not acceptable) |
| City of Cooper City , County of Broward , (City) (County) |
| State of Florida, as its agent to accept service of process within |
| this state. |
| ACKNOWLEGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT) |
| 4 |

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

By Signature (resident agent)

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