

P98000051368

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

000002554050- -1
-06/10/98--01008--008
****120.00 ****120.00

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

1. COSMARC, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐

Walk in

☐

Pick up time

☐

Certified Copy

☐

Mail out

☒

Will wait

☐

Photocopy

☐

Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input checked="" 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 |

RECEIVED
98 MAY 22 PM 1:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
98 JUN -9 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

498-11876
File 4:00 latest

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 26, 1998

AMERILAWYER
343 ALMERIA AVE
CORAL GABLES, FL 33134

SUBJECT: COSMARC, INC.
Ref. Number: W98000011876

We have received your document for COSMARC, INC. and check(s) totaling \$120.00. However, your check(s) and document are 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 a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 098A00029230

RECEIVED

98 JUN -9 AM 8:11
DIVISION OF CORPORATIONS

AFFIDAVIT OF NATALIA UTRERA, VICE-PRESIDENT OF
SPIEGEL & UTRERA, P.A.
d/b/a AMERILAWYER®

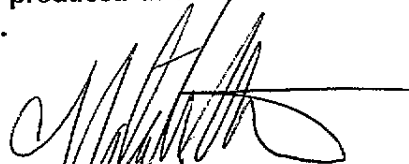
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida)
)ss
County of Dade)

BEFORE ME, the undersigned authority, personally appeared Natalia Utrera who being first duly sworn, deposes and says:

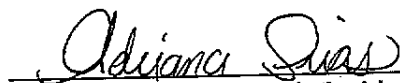
- 1) That she is the Vice-President of Spiegel & Utrera, P.A., Registered Agent of COSMARC, INC.
- 2) That she is over the age of 18 years and a resident of Miami, Florida.
- 3) That COSMARC, INC., a Florida for Profit Corporation has been voluntarily dissolved.
- 4) That as Registered Agent of COSMARC, INC., a Florida for Profit Corporation, Spiegel & Utrera, P.A., d/b/a AmeriLawyer® has been informed that the Directors of COSMARC, INC. have no intention of revoking its dissolution of the Corporation which was filed with the Florida Department of State on May 22, 1998.
- 5) That the Corporation understands that the name of the Corporation is available for immediate use by any other Corporation.

SWORN TO AND SUBSCRIBED before me on this 6/5/98 by Natalia Utrera who is personally known to me or who has produced as identification a Florida Driver's License as identification and who did take an oath.



Natalia Utrera, Vice-President of Spiegel & Utrera, P.A., d/b/a AmeriLawyer®, Registered Agent of COSMARC, INC., a Florida corporation


(Seal)



Notary Public, State of Florida at Large

Printed Name: Adriana Trias

My Commission Expires: _____

 **Adriana Trias**
My Commission CC697767
Expires November 20, 2001

CERTIFICATE OF DOMESTICATION

The undersigned, Julia DeSelms Cossaboon, President
(Name) (Title)
of COSMARC, INC.
(Corporation Name) a foreign Corporation,

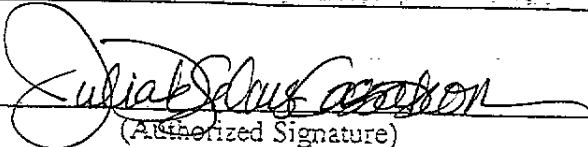
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was November 28, 1989
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Georgia
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was COSMARC, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is COSMARC, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Georgia

I am President, of COSMARC, INC.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 12th day of May 1998


(Authorized Signature)

Filing Fee:

| | |
|--|----------|
| Certificate of Domestication | \$50.00 |
| Articles of Incorporation and Certified Copy | \$122.50 |
| Total to domesticate and file | \$172.50 |

**ARTICLES OF INCORPORATION
OF
COSMARC, INC.**

FILED
98 JUN -9 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **COSMARC, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 687 Alderman Road, Suite 110, Palm Harbor, Florida 34683 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

| | |
|-----------------|-------------------------|
| President: | Julia DeSelms Cossaboon |
| Vice-President: | Douglas M. Cossaboon |
| Secretary: | Douglas M. Cossaboon |
| Treasurer: | Douglas M. Cossaboon |

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Julia DeSelms Cossaboon
Douglas M. Cossaboon

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED THOUSAND (100,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



AMERILAWYER®

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

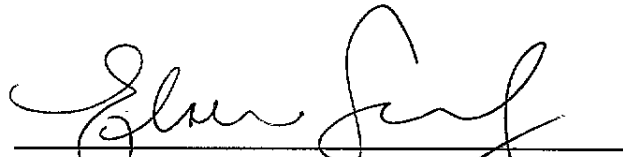
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5/22/98.

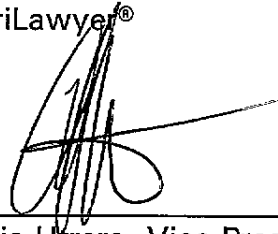


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer®

By: 

Natalia Utrera, Vice President

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98 JUN -9 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

