

P99000021044

TRANSMITTAL LETTER

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

500002782385--0

-02/22/99--01038--007

\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Advantage Retail Services, Inc.  
(Proposed corporate name-must include suffix)

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

<input type="checkbox"/>	\$70.00	<input checked="" type="checkbox"/>	\$78.75	<input type="checkbox"/>	\$ 122.50	<input type="checkbox"/>	\$ 131.25
Filing Fee		Filing Fee & Certificate		Filing Fee & Certified Copy		Filing Fee Certified Copy & Certificate	

Please return the photocopy to me with the filing date stamped on it.

FROM: Scott Heilpern  
Name (printed or typed)

8060 Fairview Drive, Bldg. 19 Apt 202  
Address

Tamarac, Florida 33321  
City, State & Zip

(954) 718-0071  
Daytime Telephone Number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR -5 AM 8:26

R. Purinton FEB 23 1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 23, 1999

SCOTT HEILPERN  
8060 FAIRVIEW DR. BLDG. 19 APT. 202  
TAMARAC, FL 33321

SUBJECT: ADVANTAGE RETAIL SERVICES, INC.  
Ref. Number: W99000004477

We have received your document for ADVANTAGE RETAIL SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6929.

Randall Purinton  
Document Specialist

Letter Number: 499A00008188

ARTICLES OF INCORPORATION  
OF  
ADVANTAGE RETAIL SERVICES, INC.  
A FLORIDA CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR -5 AM 8:26

**ARTICLE I. NAME**

The name of this corporation shall be **Advantage Retail Services, Inc.**  
The corporation shall be filed as an **S-Corporation**.

**ARTICLE II. PURPOSE**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a) To carry on and conduct a merchandising service business for manufactures, including designing, constructing, remodeling, and displaying, or otherwise engage in any work in retail setting according to contract with manufacture. Also includes installing of fans and light fixtures in a retail setting according to contract. Engage in contracts or receive assignments of contracts therefor, or related thereto.
- b) To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor, or broker, to build construct, and alter houses, building and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and personal property, and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or

kind; and to borrow money thereon by mortgage or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property of all kinds and descriptions;

- c) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money, upon goods, wares, merchandise, and real and personal property of every kind and description;
- d) To act as an agent, broker or attorney in fact for any persons, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and choses in action, secured thereby, judgments resulting therefrom, and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in and claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation;

- 
- e) To subscribe for, purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts, and evidences of indebtedness of any persons, firms, associations, or other corporation, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds, and other securities, any and all rights, powers and privileges or individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company;
- f) To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise;
- g) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in a lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences

of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise;

- h) In any manner to acquire, enjoy, utilize, and to dispose of any patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder;
- i) To conduct business and operations and to have one or more officers and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries;
- j) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trust, trusts and trust estates or association, certificates of trust or beneficial interest in trusts, mortgages, contracts, and other instrument, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial, or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations;

- k) To engage in and carry on any advertising business in connection with property of any nature, owned, leased, or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising and to make and carry out of every kind and nature that may be conducive to the accomplishment of any purposes of the corporation;
- l) To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful business or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be **(1000)** of the par value of **one dollar (\$1.00) per share**, all of which shall be common stock. All shares will be **Common Stock Series A**. All shares shall have right to access on any dividends issued by the corporation with unlimited voting rights.

All of **Common Stock Series A** shall be payable in cash, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

The stockholders shall have preemptive rights respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the shareholders then holding shares of common stock. Shares of the corporation's stock and certificates therefore shall be issued only to staff authorized and licensed to provide **any and all of the purposes listed above, and engage in any other business forthwith** in the State of Florida.

#### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this coporation will begin business shall be and is the sum of **\$1,000.00 (one thousand dollars)**.

#### **ARTICLE V. DURATION**

The corporation shall have perpetual existence.

#### **ARTICLE VI. PRINCIPAL OFFICE**

The principal office of this coporation shall be located at **8060 Fairview Drive, Bldg. 19 Apt 202**, in the City of **Tamarac**, County of **Broward**, State of **Florida**, and the post office address of said principal office of the corporation shall be **8060 Fairview Drive, Bldg. 19 Apt 202, Tamarac, FL. 33321**.

#### **ARTICLE VII. REGISTERED OFFICE AND AGENT**

The registered office of the corporation shall be at **8060 Fairview Drive, Bldg. 19 Apt 202, Tamarac, Fl 33321** and the name of the initial registered agent at



such address is **Scott Heilpern**. Either the registered office or the registered agent may be changed in a manner provided by law.

#### **ARTICLE VIII. INDEMNIFICATION**

The corporation shall indemnify any directors, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns share of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy ( whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursements shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any bylaws, agreement, vote or shareholders, or otherwise.

#### **ARTICLE IX. INCORPORATOR (S)**

The said name of the Incorporator shall be **Scott Heilpern** whom resides at **8060 Fairview Drive, Bldg. 19 Apt 202, Tamarac, FL 33321.**

#### **ARTICLE X. NUMBER OF DIRECTORS**

The number of directors of this corporation shall be not less than **one (1)** or more than **nine (9)**.

#### **ARTICLE XI. INITIAL BOARD OF DIRECTORS**

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the corporation's existences or until their successors are elected and have qualified, are as follows:

**Name(s)**

**Address(es)**

<b>1) Scott Heilpern</b>	<b>8060 Fairview Drive, Bldg. 19 Apt 202, Tamarac, FL 33321</b>
--------------------------	---

#### **ARTICLE XII. PREEMPTIVE RIGHTS OF STOCK**

Holders of **Common Stock Series A** shall have the **rights to subscribe for and purchase their pro rata shares of any new Common Stock Series A that may be issued by the Corporation and unlimited voting rights.**

#### **ARTICLE XIII. SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation is as follows: **Scott Heilpern at 8060 Fairview Drive, Bldg. 19 Apt 202, Tamarac, FL 33321.**

The subscribers certify that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV herein above.

#### **ARTICLE XIV. REGULATION OF BUSINESS**

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulations of the business and the conduct of the affairs of the corporation:

1. **Management** Subject to such restriction, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. **Officers.** The corporation shall have such officer as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

3. **Contracts.** No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by the fact that any one or more of the directors of the

corporation is or are interested in or is a member, director, or officer or are members, directors, or officers of such firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested: and no contract, act, or transaction of the corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act, or transaction or in any way connected with such person, firm, association, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or herself or any firm, association, or corporation in which he or she may in any way be interested.

#### **ARTICLE XV. AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder(s), and approved at a stockholder's meeting by a **majority** of the stock entitled to vote thereon, unless all directors and all the stockholder(s) sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

The director(s) of this corporation shall have the power to make or amend the Bylaws and to fix any amount to be reserved for working capital.

The private property of the stockholder(s) shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

In Witness Whereof, each subscriber has signed these Article of Incorporation for the purpose of forming a corporation to do business both within and without the State of **Florida**, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands, this 2 day of MARCH, 1999.

  
\_\_\_\_\_  
Scott Heilpern (Incorporator)

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 am familiar with and accept the obligations of my position as registered agent.

Date MARCH 2, 1999

  
\_\_\_\_\_  
Scott Heilpern (Registered Agent)

99 MAR -5 AM 8:26

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION