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LAW OFFICES
GARY P. COHEN, P.A.
BANK ATLANTIC BUILDING
FOURTH FLOOR
46 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130

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-05/10/99-01117--005

****245.00 *****78.75

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

1. _____
(Corporation Name) (Document #)
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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
99 MAY 10 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 5/13

ARTICLES OF INCORPORATION
OF
SUN TZU DEVELOPMENT CORP.

FILED
99 MAY 10 AM 9: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is **SUN TZU DEVELOPMENT CORP.**

ARTICLE II.

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

ARTICLE III.

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

The street address of the initial registered office of this corporation and the principal address is 46 S. W. First Street, Suite 400, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is GARY P. COHEN.

ARTICLE VI.

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation and of the corporation are:

David Sarner
650 West Avenue #2601
Miami Beach, FL 33139

Michael Ault
650 West Avenue, #2601
Miami Beach, FL 33139

Tony Theodore
1200 West Avenue, #625
Miami Beach, FL 33139

ARTICLE VII.

The name and address of the person signing these articles is GARY P. COHEN, 46 S. W. First Street, Suite 400, Miami, Florida 33130.

ARTICLE VIII.

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

ARTICLE IX.

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X.

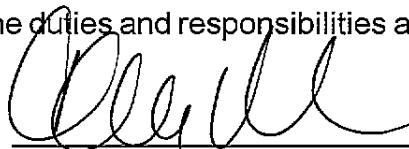
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 6th day of May, 1999.

I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.



GARY P. COHEN
Subscriber and Registered Agent

STATE OF FLORIDA

)
SS.

COUNTY OF MIAMI-DADE

)

The foregoing instrument was acknowledged before me this 6th day of May, 1999, by GARY P. COHEN, who is personally known to me or who has produced _____ as identification.



NOTARY PUBLIC, State of Florida

at Large

My Commission Expires:

Print Name: MARIA E. NOLASCO

