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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**balagan, inc.**

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ARTICLES OF INCORPORATION

OF

BALAGAN, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. - Name and Address

BALAGAN, INC.
3741 N.E. 163rd Street, #251
North Miami Beach, Florida 33160-4104

ARTICLE 2. - Duration/Effective Date

This Corporation shall have perpetual existence commencing the date of filing of these Articles of Incorporation.

ARTICLE 3. - Purpose

To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4. - Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 600 shares of capital stock. Such shares shall be of a single class and shall have a par value of \$ 1.00 per share.

Prepared by:
Michael L. Abrams, Esq. (Fla. Bar #171101)
Michael L. Abrams, P.A.
121 South 61 Terrace
Hollywood, Florida 33023
(954) 961-5600; (305) 621-5600

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ARTICLE 5. - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is:

3741 N.E. 163rd Street, #251
North Miami Beach, Florida 33160-4104

and the name of the initial registered agent at that Corporation at that address is Samantha Scott.

ARTICLE 5. - Incorporators

The names and addresses of each Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SAMANTHA SCOTT	465 Poinciana Isles Drive Sunny Isles Beach, Florida 33016

ARTICLE 7. - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 8. - Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

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ARTICLE 9. - Preemptive Rights

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

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ARTICLE 10. - Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, ten (10) business days prior to the meeting date.

ARTICLE 11. - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE 12. - Management of Corporation by Shareholders

All Corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Shareholders of this Corporation.

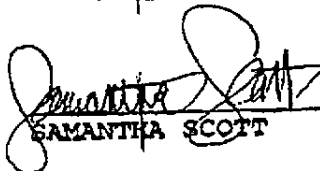
ARTICLE 13. - Bylaws

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Shareholders.

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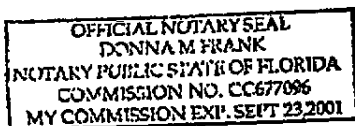
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IN WITNESS WHEREOF, the undersigned have signed these
Articles of Incorporation on this 22 day of JULY, 1999.


SAMANTHA SCOTT

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 22
day of JULY, 1999, by SAMANTHA SCOTT, who is
personally known to me or who have produced Drivers Licenses or
as identification and who did take an
oath as the persons described in and who executed the foregoing
Articles of Incorporation of BALAGAN, INC., and who acknowledged
to and before me that they executed said instrument for the
purposes therein expressed.




Notary Public, State of Florida
My Comm. expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered
Agent of BALAGAN, INC., which is contained in the foregoing
Articles of Incorporation of BALAGAN, INC.

DATED this 22 day of JULY, 1999.


SAMANTHA SCOTT
Registered Agent

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