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99 JUL 28 AM 11:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 322287 82378A

AUTHORIZATION :

COST LIMIT : $ PPD

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ORDER DATE : July 28, 1999

ORDER TIME : 3:17 PM

ORDER NO. : 322287-005

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-07/29/99--01002--007
*****70.00 *****70.00

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq
JOHN S. DZURAK, P.A.
JOHN S. DZURAK, P.A.
P. O. Box 510400

Punta Gorda, FL 33951-0400

RECEIVED
99 JUL 28 PM 4:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DOMESTIC FILING

NAME: GLASSMAN GROSSI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
__ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY
XX PLAIN STAMPED COPY
__ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: PH 7/30/99

# JOHN S. DZURAK
## ATTORNEY AT LAW
## Certified Circuit Civil Mediator
Post Office Box 510400
306 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33951-0400

Mailing Address:
Post Office Box 510400
Punta Gorda, Florida 33951-0400

Phone: (941) 639-3171
Fax: (941) 639-3634


July 26, 1999

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

Re: **GLASSMAN GROSSI, INC.**

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation for **GLASSMAN GROSSI, INC.**

Also enclosed is a check in the amount of $ 70.00 with regards to the following:

$ 35.00 - Filing Fee

$ 35.00 - Fee for Resident Agent.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter.

Sincerely,

**JOHN S. DZURAK**

JSD:lm
enclosures
xc: Daniel Glassman

# ARTICLES OF INCORPORATION

# OF

# GLASSMAN GROSSI, INC.

FILED

99 JUL 28 PM 12: 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, **JOHN S. DZURAK, ESQUIRE,** as Incorporator, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

**GLASSMAN GROSSI, INC.**

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

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

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 5031 North Beach Road, Englewood, Florida 34223; and the name of its initial Registered Agent is **DANIEL GLASSMAN,** whose mailing address is 5031 North Beach Road, Englewood, Florida, 34223. The mailing address of the corporation is 5031 North Beach Road, Englewood, Florida 34223.

The acceptance by the Resident Registered Agent is attached hereto as Exhibit "A".

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the

By-Laws, but shall never be less than one (1).

VIII.

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

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

| <u>**NAME**</u> | <u>**ADDRESS**</u> |
|---|---|
| **DANIEL GLASSMAN** | 5031 North Beach Road<br>Englewood, Florida 34223 |
| **THERESA GROSSI** | 5031 North Beach Road<br>Englewood, Florida 34223 |

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **DANIEL GLASSMAN,** and the first Secretary/Treasurer shall be **THERESA GROSSI.** Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefore, are as follows:

| NAME | ADDRESS | NO. OF SHARES | AMOUNT SUBSCRIBED |
|---|---|---|---|
| **DANIEL GLASSMAN and THERESA GROSSI, husband and wife** | **5031 No. Beach Rd. Englewood, FL 34223** | **100** | **$ 1,000.00** |

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested 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.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

**IN WITNESS WHEREOF,** I have hereunto set my hand and seal this 27 day of July, 1999.

**JOHN S. DZURAK, Incorporator**
306 E. Olympia Avenue
Punta Gorda, Florida 33950

**Lynda R. Monks**

**Gloria J. Gal**

**STATE OF FLORIDA**
**COUNTY OF CHARLOTTE**

**SWORN TO,** subscribed and acknowledged before me this 27 day of July, 1999, by **JOHN S. DZURAK,** Incorporator, who is personally known to me, ~~or who has produced~~ ________________ as identification.

My commission expires:

**LYNDA R. MONKS,** Notary Public,
State of Florida at Large

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
LYNDA R MONKS
COMMISSION NUMBER
CC842132
MY COMMISSION EXPIRES
JUNE 1,2003

FILED

99 JUL 28 PM 12: 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**EXHIBIT "A"**

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT**

That GLASSMAN GROSSI, INC., desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 5031 North Beach Road, Englewood, Florida 34223, has named **DANIEL GLASSMAN,** located at 5031 North Beach Road, Englewood, Florida, 34223, and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for GLASSMAN GROSSI, INC., the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: July 26, 1999.

Daniel Glassman

**DANIEL GLASSMAN**
Registered Agent