

**P99000107700**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

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TALLAHASSEE FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**  
**MANAGECO, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MANAGECO, INC.**

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 TALLAHASSEE, FLORIDA

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FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS MANAGECO, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, IF KNOWN, AND THE MAILING ADDRESS OF THE CORPORATION IS:

2968 WESTBROOK  
 WESTON, FL. 33326

THIRD ; THE NUMBER OF SHARES OF THE CORPORATION IS AUTHORIZED TO ISSUE IS : 30,000 COMMON @ \$ 1.00 PAR VALUE.

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A

(b) STATEMENT OF PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u>N/A</u>			

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\*FIFTH(a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A

(\* If the circumstances do not apply, then type " Not applicable" or " N/A.")

(b) STATEMENT OF VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

**SIXTH: PROVISIONS GRANTING PRE-EMPTIVE RIGHTS ARE:**

The shareholders shall, upon the issue or sales of shares of stock of any class ( whether now or hereafter authorized), have the right during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of stock, at such price or prices as the board of directors may from time to time fix and as permitted by law.

**SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:**

N/A

**EIGHT: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:**

2968 WESTBROOK  
WESTON, FL.33326

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS ONE AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED ARE :

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EMPIRE CORP

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NAME

ADDRESS

ANDREW ABRAHAM

2968 WESTBROOK  
WESTON, FL.33326

(\* OPTIONAL)

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

NAME

ADDRESS

ANDREW ABRAHAM

2988 WESTBROOK  
WESTON, FL.33328

THE UNDERSIGNED HAS ( HAVE ) EXECUTED THESE ARTICLES OF  
INCORPORATION

THIS 18 DAY OF NOVEMBER, 1999



SIGNATURE/TITLE  
ANDREW ABRAHAM, INCORPORATOR

SIGNATURE/TITLE

SIGNATURE/TITLE

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EMPIRE CORP

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized pursuant to the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

That the MANAGECO, \_\_\_\_\_ desiring to organize under the laws of the  
(Name of Corporation)

State of Florida with its principal office as indicated in the articles of incorporation, has

named ANDREW ABRAHAM located at 2958 WESTBROOK, WESTON  
(Name of Registered Agent) (Street Address) (City)

County of BROWARD, State of Florida, as its agent to accept service of process within this  
(County)  
state.

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

  
Registered Agent  
ANDREW ABRAHAM

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