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CORPORATION
ANNUAL REPORT
1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # S32048 (8)

1. Corporation Name

CYPRESS PLAZA, INC.

Principal Place of Business

6422 NW 5 WAY
FT. LAUDERDALE FL 33309

Mailing Address

6422 NW 5 WAY
FT. LAUDERDALE FL 33309

FILED

95 FEB -7 PM 4:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified

02/14/1991

3a. Date of Last Report

04/20/1994

4. FEI Number

65-0249991

Applied For

Not Applicable

5. Certificate of Status Desired

☐

\$8.75 Additional
Fee Required

6. Election Campaign Financing

☐

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under S. 199.032,
Florida Statutes ☐ Yes ☐ No

2. Principal Place of Business

21 959 SW 71 AVE

Suite, Apt. #, etc.

22 City & State

23 No. Lauderdale, FL

24 Zip

33068

25 Country

U.S.A.

2a. Mailing Address

26 959 SW 71 AVE

Suite, Apt. #, etc.

27 City & State

28 No. Lauderdale, FL

29 Zip

33068

30 Country

U.S.A.

9. Name and Address of Current Registered Agent

HOWARD, MARK
6422 NW 5 WAY
FT. LAUDERDALE FL 33309

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

959 SW 71 AVE

83

84 City

No. Lauderdale,

FL

85 Zip Code

33068

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when constituting)

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME BALIN, GREGG
STREET ADDRESS 90 ROSEN HAYN AVENUE
CITY- ST- ZIP BRIDGETON NJ

TITLE D
NAME GOLDBERG, SOLEY
STREET ADDRESS 6422 NW 5 WAY
CITY- ST- ZIP FT. LAUDERDALE FL

TITLE D
NAME HOWARD, MARK
STREET ADDRESS 6422 NW 5 WAY
CITY- ST- ZIP FT. LAUDERDALE FL

TITLE D
NAME LOPATIN, ROBERT N.
STREET ADDRESS 4433 W. TOUHY AVE. STE. 500
CITY- ST- ZIP LINCOLN WOOD IL 60046

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Vice President/Treasurer ☐ Change ☐ Addition
1.2 NAME BALIN, Gregg
1.3 STREET ADDRESS 90 Rosen Hayn Avenue
1.4 CITY- ST- ZIP Bridgeton, NJ

2.1 TITLE Vice President/Secretary ☐ Change ☐ Addition
2.2 NAME GOLDBERG, SOLEY
2.3 STREET ADDRESS 959 SW 71 AVE
2.4 CITY- ST- ZIP NORTH LAUDERDALE, FL 33068

3.1 TITLE President ☐ Change ☐ Addition
3.2 NAME HOWARD, MARK
3.3 STREET ADDRESS 959 SW 71 AVE
3.4 CITY- ST- ZIP NORTH LAUDERDALE, FL 33068

4.1 TITLE ☐ Change ☐ Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP

5.1 TITLE ☐ Change ☐ Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP

6.1 TITLE ☐ Change ☐ Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY- ST- ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Mark Howard President

1/31/95

(305) 722 1141

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of CYPRESS PLAZA, INC., a corporation organized under the Laws of the State of Florida, filed on February 14, 1991, as shown by the records of this office.

The document number of this corporation is S32048.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
15th day of February, 1991.



CR2EO22 (6-88)

Jim Smith

Jim Smith
Secretary of State

CYPRESS PLAZA, INC.

Written Consent in Lieu of the Organizational
Meeting of Directors and First
Meeting of Shareholders

The undersigned, constituting all of the Directors and Shareholders of CYPRESS PLAZA, INC., a Florida corporation (the "Corporation"), in lieu of the organizational meeting of the Directors of the Corporation and the first meeting of the Shareholders of the Corporation, hereby consent and agree, pursuant to Sections 607.0205, 607.0704 and 607.0821 of the Florida Statutes, to the following actions and to the adoption of the following resolutions:

1. Articles of Incorporation.

The Corporation's Articles of Incorporation were duly filed with the Department of State of the State of Florida on February 14, 1991. A certified copy thereof shall be inserted in the Minute Book of the Corporation preceding this Written Consent.

2. Bylaws.

RESOLVED, that the form of Bylaws entitled "Bylaws of Cypress Plaza, Inc." is hereby adopted as the Bylaws of the Corporation for the conduct of its affairs and the management of its property and such Bylaws shall be inserted in the Minute Book of the Corporation following this Written Consent.

3. Election of Officers.

RESOLVED, that the Directors of the Corporation hereby elect the following individuals to the offices set forth opposite their names, to serve in those capacities until their successors are duly elected and qualified, or until the earlier resignation, removal or death:

* Mark Howard - President
Soley Goldberg - Vice President and Secretary
Gregg S. Balin - Vice President and Treasurer

4. Corporate Seal.

RESOLVED, that the corporate seal imprinted at the margin to the side of this resolution is hereby adopted as the official seal of the Corporation.

5. Stock Certificates.

RESOLVED, that the specimen stock certificate inserted in the Minute Book of the Corporation following this Written Consent is hereby adopted as the official form of stock certificate for the Corporation.

6. Issuance of Stock.

The following individuals hereby offer to purchase the following shares of fully paid and non-assessable One Dollar (\$1.00) par value Common Stock of the Corporation (the "Stock") for consideration in the following amounts to be issued in reliance upon exemptions from the registration requirements of Federal and Florida securities laws:

<u>Shareholder</u>	<u>Amount of Shares</u>	<u>Consideration</u>
Gregg S. Balin	1,500	\$1,500.00
Mark Howard	700	\$ 700.00
Robert N. Lopatin	500	\$ 500.00
Soley Goldberg	300	\$ 300.00

RESOLVED, that the offers by the above individuals to purchase the shares specified above are hereby accepted, and the appropriate Officers of the Corporation are hereby authorized and directed to issue, execute and deliver, upon receipt of such consideration, in cash or services performed, from said individuals, certificates for the Stock to the above individuals; and it is further

RESOLVED, that the certificates for the shares of the Stock issued and delivered to the above individuals shall bear the following restrictive legend:

The Corporation has not registered the shares represented by this certificate under the

Securities Act of 1933, as amended, or the applicable Blue Sky or similar laws of any state or other jurisdiction. The shareholder may not sell or transfer these shares unless they are registered pursuant to such laws or unless exemptions from the registration requirements of these laws are applicable to the sale or transfer.

; and it is further

RESOLVED, that the appropriate Officers of the Corporation are hereby authorized and directed to make a notation in the records of the Corporation concerning the unregistered nature of the shares of the Stock issued pursuant to these Resolutions.

7. Section 1244 Stock.

Section 1244 of the Internal Revenue Code of 1986, as amended ("Code"), and the Regulations issued thereunder (collectively referred to as "Section 1244"), permit ordinary loss treatment (subject to certain dollar limitations) in the event that (a) the holder of "Section 1244 Stock" sells or exchanges such stock at a loss or such stock becomes worthless and (b) the Corporation qualifies as a "small business corporation" as defined in Section 1244 and desires to secure for its shareholders any benefits which may be realized by the issuance of "Section 1244 Stock."

RESOLVED, that all of the stock of the Corporation be issued in such a manner as to constitute "Section 1244 Stock" at the time of issuance thereof; and it is further

RESOLVED, that the appropriate Officers of the Corporation are hereby authorized and directed to do and perform any and all acts and deeds deemed by them necessary to carry out the foregoing resolution.

8. Subchapter S Election.

) The Shareholders of the Corporation desire that the Corporation elect to be an "S corporation" pursuant to Subchapter S of the Code.

RESOLVED, that the Corporation shall elect to be an "S corporation" in accordance with the provisions of Subchapter S of the Code, and the Regulations promulgated thereunder, and the Directors hereby authorizes and directs the appropriate Officers of the Corporation to file such election with the Internal Revenue Service at the earliest appropriate time and in the place and manner required by the Code and the Regulations promulgated thereunder.

9. Restrictive Transfer Agreement.

) The Shareholders and Directors of the Corporation deem it appropriate for the Shareholders and the Corporation to enter into a Restrictive Transfer Agreement to provide, among other things, for the operation and management of the Corporation, restrictions on the sale or transfer of stock and the purchase of stock during the lifetimes and upon the deaths of the Shareholders.

RESOLVED, that the Corporation shall enter into a Restrictive Transfer Agreement with its Shareholders providing, among other things, for the operation and management of the Corporation, restrictions on the sale or transfer of stock and the purchase of stock during the lifetimes and upon the deaths of the Shareholders, a copy of which shall be inserted in the Minute Book of the Corporation following this Written Consent, and the Officers of the Corporation are authorized and directed to execute and deliver such Agreement of Shareholders on behalf of the Corporation.

10. Bank Accounts.

) RESOLVED, that the appropriate Officers of the Corporation are hereby authorized and directed to open such bank accounts, arrangements and relationships in the name of the Corporation as they shall deem necessary or desirable, and the Resolutions and other documents required by the bank or banks to effect such accounts, arrangements and relationships are hereby adopted and shall be inserted in the Minute Book of the Corporation following this Written Consent.

11. Fees and Expenses.

RESOLVED, that the Corporation pay the reasonable legal, accounting, filing and other expenses incurred and to be incurred in its formation.


12. Ratification of Prior Acts.

RESOLVED, that all actions taken by and agreements entered into by the Incorporator, Directors and/or Officers of the Corporation, on behalf of the Corporation, prior to the date of incorporation, and from the date of incorporation up to the date of this Written Consent, are hereby ratified and confirmed in all respects.

13. Acts and Resolutions Authorized.

Unless specified as being the acts of or resolutions adopted by the Directors of the Corporation, acting separately, or by the Shareholders of the Corporation, acting separately, the acts described and resolutions adopted in this Written Consent shall be deemed to be the acts of and adopted by both the Directors and the Shareholders of the Corporation.


IN WITNESS WHEREOF, the undersigned Directors and Shareholders of the Corporation have duly executed this Written Consent in Lieu of the Organizational Meeting of Directors and First Meeting of Shareholders of the Corporation as of the 6 day of March, 1991.

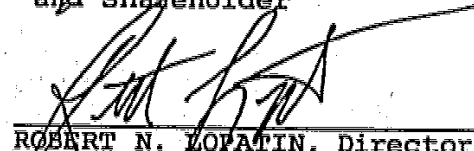


GREGG S. EMLIN, Director
and Shareholder



SOLEY GOLDBERG, Director
and Shareholder


MARK HOWARD, Director
and Shareholder


ROBERT N. LOPATIN, Director
and Shareholder

FILED

ARTICLES OF INCORPORATION
OF
CYPRESS PLAZA, INC.
A FLORIDA CORPORATION

1991 FEB 14 PM 1:15

SECRET
TALLAH

The undersigned, acting as Incorporator of a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (1989), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is CYPRESS PLAZA, INC. and the principal place of business and mailing address of the Corporation is 301 Northeast Third Avenue, Suite 203, Fort Lauderdale, Florida 33301.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 301 Northeast Third Avenue, Suite 203, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is Mark Howard.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have four (4) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from

time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Gregg Balin	90 Rosen Hayn Avenue Bridgeton, New Jersey 08302
Soley Goldberg	301 Northeast Third Avenue Suite 203 Fort Lauderdale, Florida 33301
Mark Howard	301 Northeast Third Avenue Suite 203 Fort Lauderdale, Florida 33301
Robert N. Lopatin	301 Northeast Third Avenue Suite 203 Fort Lauderdale, Florida 33301

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Mark Howard	301 Northeast Third Avenue Suite 203 Fort Lauderdale, Florida 33301

ARTICLE VII

AMENDMENTS

The Board of Directors of the Corporation may propose amendment to these Articles of Incorporation for submission to the Shareholders, and the Shareholders entitled to vote on such amendments must approve such amendments. Notwithstanding the foregoing, the Board of Directors may adopt amendments to the Articles of Incorporation without Shareholder action as provided for in the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of February, 1991.


MARK HOWARD, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for CYPRESS PLAZA, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Date: February 13, 1991

By: 

MARK HOWARD, Initial Registered Agent