

**CORPORATE
ACCESS,**

INC

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1466 (850) 222-2666

98000036858

☒ CERTIFIED COPY

CUS

☐ PHOTO COPY

☒ FILING

Articles

1.) **I + F Enterprises of Florida, Inc.**
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

6.)
(CORPORATE NAME & DOCUMENT #)

7.)
(CORPORATE NAME & DOCUMENT #)

8.)
(CORPORATE NAME & DOCUMENT #)

9.)
(CORPORATE NAME & DOCUMENT #)

10.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

4/23

EFFECTIVE DATE
4-21-98

300002496093--9
-04/22/98--01013--009
****122.50 ****122.50

FILED
98 APR 23 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 APR 22 AM 9:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



IED

AM 9:42

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State, TALLAHASSEE, FLORIDA

April 22, 1998

CORPORATE ACCESS INC.
1116-D THOMASVILLE ROAD
MOUNT VERNON SQ.
TALLAHASSEE, FL 32303

SUBJECT: J & F ENTERPRISES OF FLORIDA, INC.
Ref. Number: W98000008972

Corrected 4/23
② NT

We have received your document for J & F ENTERPRISES OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 198A00021679

ARTICLES OF INCORPORATION
OF
J & F ENTERPRISES COMPANY, USA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1. Name and Address.

1.1 The name of this corporation shall be:

J & F ENTERPRISES COMPANY, USA

1.2 The principal office of this corporation shall be:

6315 N. Anderson Road
Tampa, Florida 33612

1.3 The mailing address of this corporation shall be:

c/o Ronald H. Noble, Esquire
Fowler, White, Gillen, Boggs,
Villareal and Banker, P.A.
501 E. Kennedy Blvd.
Suite 1700
Tampa, Florida 33602

EFFECTIVE DATE
4-21-98
FILED
98 APR 23 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 2. Existence of Corporation. This corporation shall begin existence on April 21, 1998, and shall have perpetual existence.

ARTICLE 3. Purposes. The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE 4. General Powers. The corporation shall have power:

4.1 To sue and be sued, complain, and defend in its corporate name.

4.2 To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

4.3 To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

4.4 To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

4.5 To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

4.6 To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

4.7 To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or

convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

4.8 To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

4.9 To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

4.10 To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

4.11 To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

4.12 To make donations for the public welfare or for charitable, scientific, or educational purposes.

4.13 To transact any lawful business that will aid governmental policy.

4.14 To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

4.15 To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

4.16 To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

4.17 To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE 5. Capital Stock.

5.1 The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

5.2 In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 6. Indemnification By Court Order. No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

ARTICLE 7. Affiliated Transactions. The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE 8. Control-Share Acquisitions. The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE 9. Registered Office and Registered Agent. The street address of the corporation's initial registered office is as follows:

501 E. Kennedy Blvd.
Suite 1700
Tampa, Florida 33602,

and the name of the corporation's initial registered agent at such address is Ronald H. Noble. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE 10. Initial Board of Directors. The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as the sole member thereof is as follows:

<u>Name</u>	<u>Address</u>
Salvatore Pirrone	6315 N. Anderson Road Tampa, Florida 33612

ARTICLE 11. Incorporator. The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Ronald H. Noble, Esquire	Fowler, White, Gillen, Boggs, Villareal and Banker, P.A. 501 E. Kennedy Blvd., Suite 1700 Tampa, Florida 33602

ARTICLE 12. Amendment of Articles of Incorporation. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses
and purposes therein stated.

Ronald H. Noble

Ronald H. Noble

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of April, 1998,
Ronald H. Noble, who is personally known to me (OR who has produced _____ as
identification).

SEAL:

Mary H. Reinhard

(Signature of person taking acknowledgment)

Mary H. Reinhard

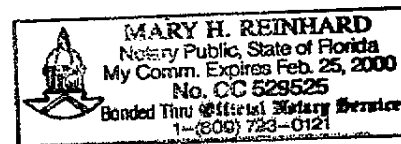
(Name typed, printed or stamped)

Notary Public

(Notary Public) or (Military Officer's Rank)

Not applicable

Serial Number if Military Officer



CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature: _____

Ronald H. Noble

Ronald H. Noble
Registered Agent

Dated: _____

April 21, 1998

FILED

98 APR 23 AM 11:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA