

P 99000042024

S. H. OR MARYLOU WOODS  
PH. 893-2882  
1814 HANOVER ST.  
MURFREESBORO, TN 37130

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 99 MAY -5 AM 10:19  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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 -05/05/99-01017-015  
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5/10/99  
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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
SPECIALTY MANAGEMENT SYSTEMS, INC.**

**ARTICLE I: NAME**

The name of the corporation shall be: **Specialty Management Systems, Inc.**

**ARTICLE II: PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated and permitted under the laws of the United States and of the State of Florida.

**ARTICLE III: TERM OF EXISTENCE**

This corporation shall have perpetual existence starting on the date these articles are filed with the Florida Department of State.

**ARTICLE IV: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be:

2455 E. Sunrise Boulevard, PH-S  
Fort Lauderdale, Florida 33304

**ARTICLE V: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

The following offers to purchase shares of the capital stock of the Corporation are hereby accepted:

<u>Name</u>	<u>Shares</u>	<u>Price</u>
ABC Franchising Group, Inc.	50	\$1.00 per share
Samuel H. Woods	50	\$1.00 per share

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TALLAHASSEE, FLORIDA

**ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS**

The address of the initial registered office of the corporation is 2455 E. Sunrise Boulevard, PH-S, Fort Lauderdale, Florida 33304. The name of the initial registered agent at that address is Samuel H. Woods.

**ARTICLE VII: BOARD OF DIRECTORS**

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

**ARTICLE VIII: INITIAL DIRECTORS**

The initial Board of Directors shall consist of one (1) member who shall hold office until the first meeting of the corporation and whose names and addresses are as follows:

Samuel H. Woods  
2455 E. Sunrise Boulevard, PH-S  
Fort Lauderdale, Florida 33304

**ARTICLE IX: INCORPORATOR**

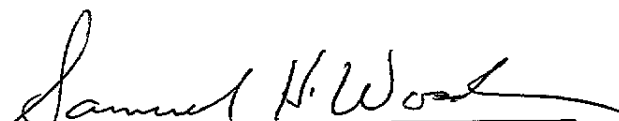
The name and address of the person signing these articles of incorporation as subscriber is:

Samuel H. Woods  
2455 E. Sunrise Boulevard, PH-S  
Fort Lauderdale, Florida 33304

**ARTICLE X: AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 30<sup>th</sup> day of April, 1999.

  
Samuel H. Woods

**STATE OF FLORIDA:**

**COUNTY OF BROWARD:**

**BEFORE ME**, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Samuel H. Woods, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 30<sup>th</sup> day of April, 1999.

Rebecca J Mathews

Notary Public  
State of Florida

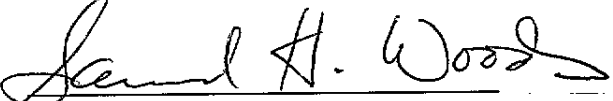
My Commission Expires: 3/24/2000



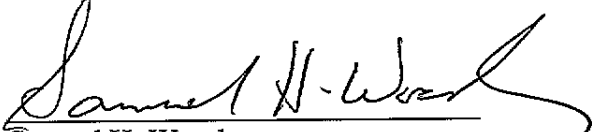
REBECCA J. MATHEWS  
COMMISSION # CC 542158  
EXPIRES MAR 24, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT  
FOR SERVICE OF PROCESS**

The undersigned hereby designates Samuel H. Woods, as its Registered Agent to accept service of process within this state.

  
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

  
Samuel H. Woods

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99 MAY -5 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA