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MARCH 15TH 2000
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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Rookie Enterprises, Inc.

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-03/20/00--01088--002
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Rookie Enterprises, Inc.

Please file the original of the Articles, and return the copy stamped "filed" to me. Enclosed is a check in the amount of \$70.00 computed as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
TOTAL....	\$ 70.00

If you have any questions or require any additional information, please call.

Very truly yours,

JERRY CARROLL
933 MEMORIAL PARK RD.
JACKSONVILLE FL 32221

FILED
00 MAR 20 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 24 2000

**ARTICLES OF INCORPORATION
OF
ROOKIE ENTERPRISES, INC.**

FILED

00 MAR 20 AM 9:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

Section 1.1. Name. The name of this corporation shall be ROOKIE ENTERPRISES, INC.

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be ~~933 MEMORIAL PARK RD.~~
933 MEMORIAL PARK RD. ~~JACKSONVILLE, FL. 32221~~
JACKSONVILLE FL. 32221

**Article III
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**Article IV
Initial Registered Agent and Address**

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

JERRY CARROLL

933 MEMORIAL PARK RD.
JACKSONVILLE FL 32221

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

JERRY CARROLL
933 MEMORIAL PARK RD
JACKSONVILLE, FL 32221

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Director. The name and street address of the initial director of the corporation is:

JERRY CARROLL
933 MEMORIAL PARK RD.
JACKSONVILLE FL 32221

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX
Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 15th day of MARCH, 2000.



JERRY CARROLL

**CONSENT TO ACTION IN LIEU
OF ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS
OF ROOKIE ENTERPRISES, INC.**

Pursuant to the authority contained in Section 607.0821, Florida Statutes, the undersigned, being the sole director of ROOKIE ENTERPRISES, INC., a corporation organized and existing under the laws of the State of Florida, does consent to the adoption of the following resolutions and the taking of all actions specified in or contemplated by these resolutions:

RESOLVED, that the copy of the Certificate of Incorporation of this corporation issued by the Department of State of the State of Florida shall be inserted in the minute book of the corporation;

RESOLVED, that the form of Bylaws submitted to this meeting is adopted as the Bylaws of this corporation and that a copy shall be inserted in the minute book of the corporation;

RESOLVED, that the form of stock certificate presented to this meeting is adopted as the official form of stock certificate of this corporation, and that a copy thereof shall be inserted in the minute book of the corporation;

RESOLVED, that the seal impressed upon the margin hereby is adopted as the official seal of the corporation;

RESOLVED, that the tax treatment of the corporation will be in accordance with the provisions of Subchapter S, section 1362(a) of the Internal Revenue Code, unless or until the President determines otherwise;

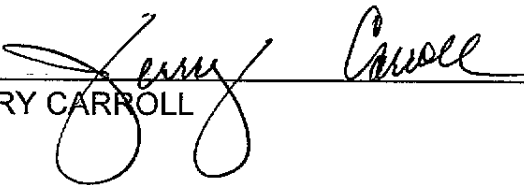
RESOLVED, that the following officers are elected to the offices indicated opposite their respective names:

President	Jerry Carroll
Secretary/Treasurer	Jerry Carroll

RESOLVED, that the corporation shall offer, sell and issue one hundred (100) shares of its common stock, par value \$1.00 per share, to Jerry Carroll; and

RESOLVED, that the President may open bank accounts in the name of this corporation with any bank, and may designate such signatory parties thereon as may be deemed necessary or desirable, and any form of corporate resolutions which may be required by any bank in order to effectuate the foregoing intent is hereby deemed adopted, and any appropriate officer of this corporation may certify the adoption of such resolutions to such bank.

This action is effective March 15th, 2000.



JERRY CARROLL

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

ROOKIE ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Jerry Carroll as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be ____

5912 NEW Kings Ro.
JACKSONVILLE, FL 32209

DATED this 15TH day of MARCH, 2000.



JERRY CARROLL

Having been named as registered agent 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.

DATED this 15TH day of MARCH, 2000.



JERRY CARROLL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000 MAR 20 AM 9:18

FILED