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May 26, 2000

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Stephen and John, Inc.

Dear Sir or Madame:

Enclosed are the original and a copy of Articles of Incorporation of the above corporation, resident agent form and check in the amount of \$78.75 for fees and taxes.

Please certify and return a copy of same at your earliest convenience.

Yours very truly,



GERALD H. STEAD

GHS:ajb

Enclosure

FILED
00 JUN -5 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

STEPHEN and JOHN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I

The name of this corporation is **STEPHEN and JOHN, INC.**

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, viz:

A. To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein; and to establish and carry on any business which may seem calculated to enhance the value of the property or rights of the corporation, or to facilitate the disposition thereof.

B. To do all things and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or as interested in any property or otherwise, with all the powers now or hereafter conferred by the laws of the State of Florida upon corporations.

C. To contract debts and borrow money, sue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

ARTICLE IV

This corporation is authorized to issue Five (500) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is **877 114th Avenue North, #407, St. Petersburg, FL 33716**. The name of the initial registered agent of this corporation at that address is **NADER ASTFANOUS**.

ARTICLE VI

The mailing address of the principal office of this corporation is: **877 114th Avenue North, #407, St. Petersburg, FL 33716**.

ARTICLE VII

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-laws, but shall never be less than two. The names and addresses of the initial directors of this corporation are:

NADER ASTFANOUS - 877 114th Avenue North, #407, St. Petersburg, FL 33716

The names and addresses of the officers of this corporation are:

NADER ASTFANOUS, President, Secretary and Treasurer - 877 114th Avenue North, #407, St. Petersburg, FL 33716

ARTICLE VIII

The name and address of the person signing these Articles is: **NADER
ASTFANOUS** - 877 114th Avenue North, #407, St. Petersburg, FL 33716.

ARTICLE IX

The power to adopt, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

NADER ASTFANOUS - Five Hundred (500) shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE XI

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation this 26 day of May, 2000.



NADER ASTFANOUS


**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above named, personally appeared **NADER ASTFANOUS**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 26 day of May, 2000.



NOTARY PUBLIC
My Commission Expires:

 Amy J. Bue
Notary Public, State of Florida
My Commission Expires, Nov. 6, 2001
Com. No. CC 694692

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT **STEPHEN and JOHN, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED **NADER ASTFANOUS, LOCATED AT 877 114TH AVENUE NORTH, #407, ST. PETERSBURG, FL 33716, CITY OF TAMPA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

SIGNATURE [Signature]
(CORPORATE OFFICER)
TITLE President
DATE MAY 26, 2000

00 JUN -5 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(RESIDENT AGENT)
DATE MAY 26, 2000