

TRANSMITTAL LETTER

EFFECTIVE DATE

6-29-00

FILED

00 JUN 30 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 29, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

P00000064433

SUBJECT:

JOEY & GINA, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee☐ \$78.75
Filing Fee
& Certificate of Status☐ \$78.75
Filing Fee
& Certified Copy☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Carol Tamburry

Name (Printed or typed)

455 NE 16th Avenue, #7

Address

Fort Lauderdale, FL 33301

City, State & Zip

954-764-0666

Daytime Telephone number

600003310316--3

-06/30/00--01073--008

*****87.50 *****87.50

NOTE: Please provide the original and one copy of the articles.

D. BROWN JUL - 5 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOEY & GINA, INC.

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is
JOEY & GINA, INC.

ARTICLE II

PURPOSE OF BUSINESS AND POWERS

The general character or purpose of the business to be transacted by this corporation and its powers are:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) 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;
- (c) 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;
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with FLA. STAT. § 607.0833.
- (f) 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;
- (g) 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;
- (h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (i) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

- (j) 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;
- (k) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (l) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (m) To transact any lawful business that will aid governmental policy;
- (n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (o) 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;
- (p) 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 death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and power specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV

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.

ARTICLE V

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights. Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE VI

INITIAL PRINCIPAL OFFICE & AGENT

The street address of the initial principal office of this corporation is 455 N.E. 16th Avenue, #7, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is Carol Tamburry.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased from time to time by the bylaws. The names and addresses of the initial directors of this corporation are:

Art Poco
14 S.E. 9th Avenue, #2
Fort Lauderdale, Florida 33301

ARTICLE VIII

INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles (is/are):

Carol Tamburry
455 N.E. 16th Avenue, #7
Fort Lauderdale, Florida 33301

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

RESTRICTIONS ON TRANSFER OF STOCK

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

Art Poco	50 SHARES
Carol Tamburry	50 SHARES

In the event there is ever more than one shareholder, said shares 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 and this corporation.

ARTICLE XI

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XII

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

NO BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation and all other provisions herein to the contrary shall be held in abeyance until such time as the shareholders relinquish their authority to a Board of Directors.

ARTICLE XIII

DIRECTORS RESIDENCY & COMPENSATION

Directors of this corporation need not be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIV

INDEMNIFICATION

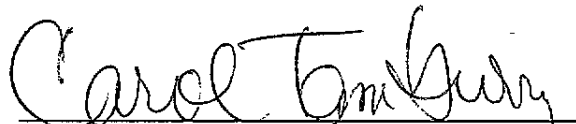
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of June 2000.

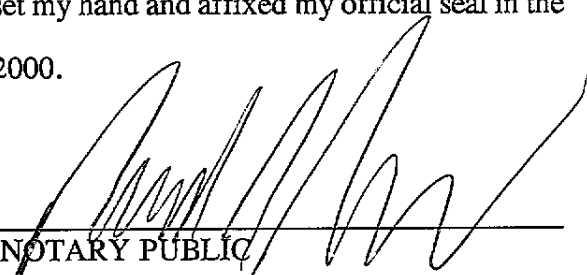

Carol Tamburry, Subscriber

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

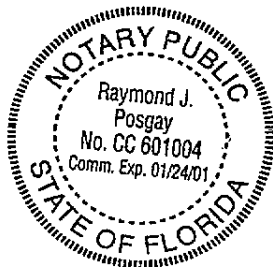
Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Carol Tamburry, to me known to be the person(s) who

executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29th day of June, 2000.



NOTARY PUBLIC
State of Florida at Large



My commission expires:

FILED
00 JUN 30 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FLA. STAT. § 607.0501 or § 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is:

JOEY & GINA, INC.

2. The name and address of the registered agent and office is:

CAROL TAMBURRY
455 N.E. 16th Avenue, #7
Fort Lauderdale, Florida 33301

Having been named as registered agent and 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.


CAROL TAMBURRY
Resident Agent

Date: June 29, 2000