

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000098993

Joseph and Associates  
llc

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-10/18/00--01043--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

<input checked="" type="checkbox"/>	Art of Inc. File	00 OCT 20 AM 11:02 SECRETARY OF STATE TALLAHASSEE, FLORIDA	FILED
<input type="checkbox"/>	LTD Partnership File		
<input type="checkbox"/>	Foreign Corp. File		
<input type="checkbox"/>	L.C. File		
<input type="checkbox"/>	Fictitious Name File		
<input type="checkbox"/>	Trade/Service Mark		
<input type="checkbox"/>	Merger File		
<input type="checkbox"/>	Art. of Amend. File		
<input type="checkbox"/>	RA Resignation		
<input type="checkbox"/>	Dissolution / Withdrawal		
<input type="checkbox"/>	Annual Report / Reinstatement	00 OCT 18 AM 10:50 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA	RECEIVED
<input type="checkbox"/>	Cert. Copy		
<input checked="" type="checkbox"/>	Photo Copy		
<input type="checkbox"/>	Certificate of Good Standing		
<input type="checkbox"/>	Certificate of Status		
<input type="checkbox"/>	Certificate of Fictitious Name		
<input type="checkbox"/>	Corp Record Search		
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<input type="checkbox"/>	Courier		

W-25175

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 18, 2000

CAPITAL CONNECTION, INC.  
417 E VIRGINIA ST, STE 1  
TALLAHASSEE, FL 32302

SUBJECT: JOSEPH AND ASSOCIATES INC.  
Ref. Number: W00000025177

We have received your document for JOSEPH AND ASSOCIATES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The name of the entity must be identical throughout the document.

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) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 600A00054671

corrected

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00 OCT 20 AM 10:41  
DIVISION OF CORPORATION

# ARTICLES OF INCORPORATION

OF

Joe and Associates, Inc.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

## ARTICLE I - NAME

The name of this corporation shall be Joe and Associates, Inc.

## ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

## ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares, with no initial par value.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

## ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principle office of this corporation is:

334 So. Hyde Park Ave.

Tampa, Florida 33606

The name of the initial registered agent of this corporation is Mark E. Pena whose mailing address is 300 South Hyde Park Avenue, First Floor, Tampa, Florida 33606.

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09 OCT 20 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time. However, the principals reserve the right to operate the corporation without a Board of Directors, as stipulated through a shareholder's agreement executed by all of the shareholders pursuant to Florida Law.

The name and address of the initial directors of this corporation is as follows:

Joseph E. Abdo  
334 South Hyde Park Avenue  
Tampa, Florida 33606

#### ARTICLE VII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Joseph E. Abdo  
334 South Hyde Park Avenue  
Tampa, Florida 33606

#### ARTICLE VIII - INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

#### ARTICLE IX - STOCK TRANSFER RESTRICTIONS

If all, or any of the shareholders or subscribers to stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting, or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in

accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that the shares standing in the name of any person as pledge, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority. The corporation and existing shareholders shall also maintain express rights of first refusal on any proposed sale of any portion of shares of stock in this corporation. No sale, gift, or other transfer whatsoever shall be executed nor binding unless the transferring shareholder first offers his proposed transfer, in writing, to the corporation and shareholders. The corporation first shall have thirty days to match the identical proposed transfer, by so doing in writing to the transferring shareholder. Should the corporation forego its right to first refuse, all remaining shareholders shall be entitled to an identical subsequent thirty period to match the proposed transfer, in identical terms as being proposed. Notwithstanding any of the above, should the corporation exercise its right to match, it shall be entitled the right to pay any purchase price, costs or fees through an extended period of time, not to exceed (9) months for payment. No proposed transfer shall be effected, nor be binding without the foregoing rights being exhausted and documented in writing.

#### ARTICLE X - INSPECTION OF BOOKS

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

#### ARTICLE XI - TELEPHONE MEETINGS

Members of the Board of Directors or any Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

#### ARTICLE XII - PARTLY PAID SHARES

The Board of Directors may by resolution authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

### ARTICLE XIII - INTERESTED DIRECTORS OR OFFICERS

No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

### ARTICLE XIV - BY-LAWS

The power to adopt, alter, amend or repeal the bylaws, or any shareholder agreement shall be vested in the Shareholders

### ARTICLE XV - LONG -TERM EMPLOYMENT CONTRACT

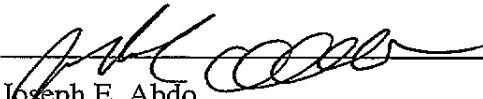
The Board of Directors and or the shareholders may authorize the corporation to enter into employment contracts with any executive officer for period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

### ARTICLE XVI

#### DIRECTORS RELIANCE ON CORPORATE RECORDS

Neither any director nor shareholder shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith determining the amount available for dividends or distribution he considers the assets to be of ample value.

IN WITNESS WHEREOF the undersigned being the incorporator of this corporation, execute these Article of Incorporation and certify to the truth of the facts stated herein, this 16<sup>th</sup> day of October, 2000.


  
Joseph E. Abdo

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

In pursuance of Chapter 607.,et seq., Florida Statutes, the following is submitted in compliance with said act:

That Joe and Associates, Inc. desiring to organize under the laws of the State of Florida as a corporation with its principle office, as indicated in its Articles of Incorporation, at 334 South Hyde Park Ave., Tampa, Florida 33606, has named Mark E. Pena, Esquire, as agent to accept service of process within this state.

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 to comply with the provisions of said act relative to keeping open said office.

  
MARK E. PENA, ESQUIRE

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00 OCT 20 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA