

PO1000010660

TRANSMITTAL LETTER

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 26 PM 1:58

Subject:

SAMAX., Inc.

(Proposed corporate name must include suffix)

Enclosed is an original and two(2) copies of the articles of incorporation and a check for

\$131.25
Filing Fee,
Certified Copy
& Certificate

800003504368--8
-12/18/00--01118--009
****131.25 *****87.50

From:

Maxienne A. Ottey-Samuels
Name

10886 Saddle Horn Dr
Address

Jacksonville, FL 32257
City, State & Zip

(904) 398-7300/(904) 268-0390
Daytime Telephone number

2545
W000-29895

W19
W01-1047

✓
Jf 1/26/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 26 PM 1:58

January 12, 2001

MAXIENNE A. OTTEY-SAMUELS
10886 SADDLE HORN DRIVE
JACKSONVILLE, FL 32257

SUBJECT: OTTEY-SAMUELS, INC.
Ref. Number: W01000001047

We have received your document for OTTEY-SAMUELS, INC.. However, the document has not been filed and is being returned for the following:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 001A00002061



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 26 PM 1:58

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 21, 2000

MAXIENNE A. OTTEY-SAMUELS
10886 SADDLE HORN DRIVE
JACKSONVILLE, FL 32257

SUBJECT: SAMAX, INC.
Ref. Number: W00000029895

We have received your document for SAMAX, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 700A00064061

EFFECTIVE DATE

2/15/01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

01 JAN 26 PM 1:58

OF

OTTEY-SAMUELS, INC.

The undersigned subscribers to the articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

OTTEY-SAMUELS, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation is a corporation for profit and is organized for the following purposes:

- a) To make gifts of its property or cash either to charitable organizations or otherwise, when deemed in the interest of the corporation. To also adopt such pension profit sharing, stock option and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors, and others as the Board of Directors may deem to be in the best interest of the corporation.
- b) To engage in any lawful business or activity for which the corporation is organized pursuant to the provision of the Florida Business Corporation Code and as above provided.
- c) To render service, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and service of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- f) To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.
- g) To become guarantor or surety for the person, firm or corporation for any purpose of transaction whatsoever.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The corporation shall be authorized to issue its common stock in accordance with the provision of Section 1244 of the Internal Revenue Code of 1954, as amended, pursuant to such prior plans as it may from time to time adopt, and the Board of Directors of the Corporation shall be authorized to adopt at its first organizational meeting.

The maximum number of shares of common stock the corporation shall be authorized to have outstanding at any time be Ten Thousand (10,000) shares of common stock of the par value of \$1.00 per share; and the corporation shall not begin business until it has receives consideration of a fixed value, which shall not be less than \$500.00 for the issuance of its shares of common stock.

None of the holders of shares of common stock of the corporation shall be entitled as a matter or right of purchase, subscribed for or otherwise acquire any new or additional shares of capital stock of the corporation of any class, or any options or warrants to purchase subscribe for or otherwise acquire any such new or additional shares.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTANCE

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The Post Office address of the principal office of the corporation in the State of Florida is:

10886 Saddle Horn Drive
Jacksonville, Florida 32257

The registered agent at such address shall be Maxienne Ottey-Samuels, 10886 Saddle Horn Drive Jacksonville, Florida 32257.

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) member. The number of directors may increase or diminish from time to time but not less than one (1). The name(s) and Post Office addresses of the member of the first Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Maxienne Ottey-Samuels, President (M. Ottey-Samuels)	10886 Saddle Horn Drive Jacksonville, Florida 32257

ARTICLE VII. SUBSCRIBERS

The names and Post Office addresses of the subscribers of these articles of incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Maxienne Ottey-Samuels (M. Ottey-Samuels)	10886 Saddle Horn Drive Jacksonville, Florida 32257

ARTICLE IX. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement record in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restriction on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the articles and laws of the State of Florida when such by-laws are adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defects of insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employee, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by

vote of majority of the directors present, such interested directors or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transactions, which would otherwise be valid under the common laws and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their service as directors, and fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

The name and address of the initial registered agent is :

Maxienne Ottey-Samuels
(M. Ottey-Samuels)

10886 Saddle Horn Drive
Jacksonville, Florida 32257

ARTICLE X. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation cost of settlement of any such action, suit, or proceeding, if it shall be found by majority in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

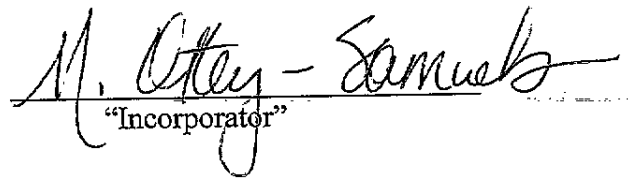
ARTICLE XI. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by Two-Thirds (2/3) of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XII EFFECTIVE DATE

These articles shall be effective, and the corporate existence shall commence, as of February 15, 2001.

Dated: February 15, 2001


"Incorporator"

IN WITNESS WHEREOF, the undersigned incorporators, being natural persons competent to contract, have hereunto set their hand and affixed their seal this _____ day of _____ 2000.

(SEAL)

STATE OF FLORIDA)

) ss

COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared

Maxienne Ottey-Samuels
(M. Ottey-Samuels)

to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this _____ day of _____ 2000.

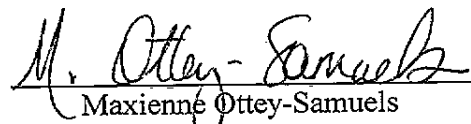
Notary Public, State of Florida
My commission expires: _____

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: The Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

I, Maxienne Ottey-Samuels do hereby consent to serve as registered agent
for the corporation "OTTEY-SAMUELS, INC."

This 13th day of Dec 2000.


Maxienne Ottey-Samuels
(M. Ottey-Samuels)

Address of Registered Agent

Maxienne Ottey-Samuels
10886 Saddle Horn Drive
Jacksonville, Florida 32257

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