



# PO10000073839

ACCOUNT NO. : 072100000032

REFERENCE : 263759 8976A

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 78.75

ORDER DATE : July 26, 2001

ORDER TIME : 1:01 PM

ORDER NO. : 263759-005

CUSTOMER NO: 8976A

CUSTOMER: Demetrios Economou, esq  
Demetrios Economou, P.a.

8152 Washington Street

Port Richey, FL 34668

400004500534--1

DOMESTIC FILING

NAME: JFF HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

2001 JUL 26 PM 1:31

RECEIVED  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE

2001 JUL 26 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION**

**FILED**

**OF**

2001 JUL 26 PM 3: 05

**JFF HOLDINGS, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**WE, THE UNDERSIGNED**, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the Information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

**ARTICLE I - NAME**

The name of this corporation shall be **JFF HOLDINGS, INC.**. The mailing address of the corporation shall be: **3389 Crystal Court - Unit E, Palm Harbor, FL 34685-1236.**

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

(a) The business shall be, including but not limited to: retail sales of wireless communications, including but not limited to cell phones, accessories, pagers, etc..

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any Interest or right therein, and to own, hold control, maintain, manage and develop the same in any state of the United States.

(c) The corporation shall have the lawful right to transact any and all other lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00.

## **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 3389 Crystal Court - Unit E, Palm Harbor, FL 34685-1236 and the name of the registered agent of this corporation is: **JOSEPH F. FUCCI**.

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have One (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<b>NAME</b>	<b>ADDRESS</b>
JOSEPH F. FUCCI	3389 Crystal Court – Unit E Palm Harbor, FL 34685-1236

## **ARTICLE VII - INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation are:

<b>NAME</b>	<b>ADDRESS</b>
JOSEPH F. FUCCI	3389 Crystal Court – Unit E Palm Harbor, FL 34685-1236

## **ARTICLE VIII - STOCKHOLDERS**

The names addresses of the stockholders of this corporation a follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>SHARES</b>
JOSEPH F. FUCCI	3389 Crystal Court – Unit E Palm Harbor, FL 34685-1236	

## **ARTICLES IX - OFFICERS**

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
JOSEPH F. FUCCI President/Vice-President Treasurer; Secretary	3389 Crystal Court – Unit E Palm Harbor, FL 34685-1236

### **ARTICLE X - PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of 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 at the price at which it is offered to others.

### **ARTICLE XI - BUY BACK**

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire. and the other Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

### **ARTICLE XII – BY-LAWS**

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

### **ARTICLE XIII - SPECIAL PROVISIONS**

It is the Intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter 'S' corporation.

### **ARTICLE XIV - AMENDMENT**

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

## REGISTERED AGENT

The undersigned having been designated as Registered Agent for the service of process within the State of Florida, upon **JFF HOLDINGS, INC.**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is 3389 Crystal Court - Unit E, Palm Harbor, FL 34685-1236. The address of the Registered Agent is: 3389 Crystal Court - Unit E, Palm Harbor, FL 34685-1236.

**IN WITNESS WHEREOF**, the name and seal of said Registered Agent hereto is affixed at Port Richey, Florida, this 25 day of July, 2001.

Signed, sealed and delivered  
in the presence of:

  
Demetrios Economou

  
Bradford R. Barnes

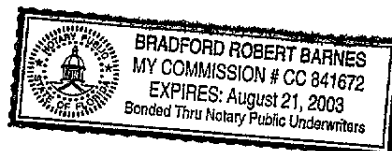
  
JOSEPH F. FUCCI

FILED  
2001 JUL 26 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

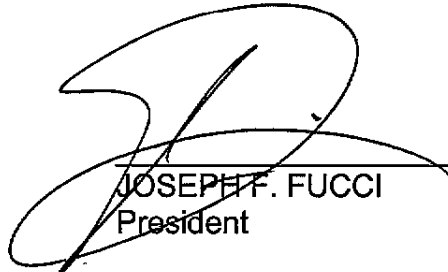
State of Florida  
County of Pasco

The foregoing instrument was acknowledged before me this 25 day of July, 2001, by **JOSEPH F. FUCCI**, who is personally known to me.

  
NOTARY PUBLIC

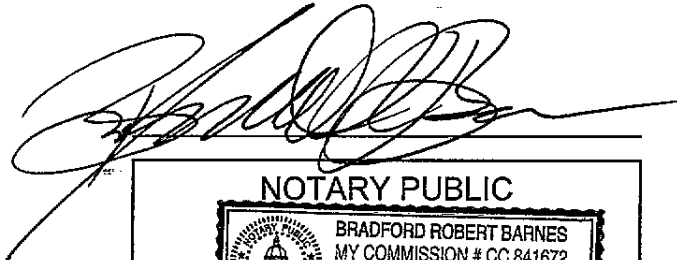



IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25 day of JULY, 2001.

  
JOSEPH F. FUCCI  
President

State of Florida  
County of Pasco

The foregoing instrument was acknowledged before me this 25 day of July, 2001, by **JOSEPH F. FUCCI**, who is personally known to me.

  
NOTARY PUBLIC  
 BRADFORD ROBERT BARNES  
MY COMMISSION # CC 841672  
EXPIRES: August 21, 2003  
Bonded Thru Notary Public Underwriters