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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

dj's friend, inc.

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**ARTICLES OF INCORPORATION
OF
DJ'S FRIEND, INC.**

ARTICLE I

The name of the corporation is **DJ'S FRIEND, INC.**

ARTICLE II

The corporation shall have perpetual existence unless sooner dissolved as provided by law.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted by the corporation, and the powers and privileges to be exercised by it shall include any and all lawful business that is given to bodies corporate under the Statutes of the State of Florida, together with all rights, powers and privileges incident thereto.

ARTICLE IV

The capital stock of the corporation shall consist to One Thousand (1,000) shares of common stock with \$2.00 par value, which stock shall be paid for in cash, real or personal property or services which shall be fixed by the Board of Directors of said corporation, and the stock shall be issued on the value so fixed. All stock shall be fully paid for and non-assessable.

LAW OFFICE OF BELL & BELL
Cumberland Building, Suite 601
800 E Broward Boulevard
Fort Lauderdale, Florida 33301
(954) 524-8526



DOUGLAS R. BELL, ESQUIRE
Florida Bar N# 250351

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ARTICLE V

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial principal office of this corporation is 4611 South University Drive, N^o 104, Davie, Florida 33328. The street address of the registered office of this corporation is 800 East Broward Boulevard, Suite N^o 601, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of this corporation is Douglas R. Bell.

ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time and their method of election shall be as stated in the by-laws of the corporation. The total number of directors shall never be less than one (1). The name and address of the Director/Officer of this corporation is: Heather Lindauer, 4611 South University Drive, N^o 104, Davie, Florida 33328.

ARTICLE VIII

The name and address of the incorporator and person signing these Articles of Incorporation is: Heather Lindauer, 4611 South University Drive, N^o 104, Davie, Florida 33328. The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Shares of the capital stock of this corporation shall be issued to the following people

in the amount set opposite their name:

HEATHER LINDAUER 1,000

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such are first offered 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 X

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE XI

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

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 Board of Directors of this corporation.

ARTICLE XIII

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE XIV

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XV

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

ARTICLE XVI

The corporation reserves the right to amend or repeal any provision 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 incorporator has executed these Articles of Incorporation of DJ'S FRIEND, INC., on this 10th day of December, 2001.

Heather Lindauer
HEATHER LINDAUER

STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

I HEREBY CERTIFY, that the foregoing instrument was acknowledged before me, this day, by HEATHER LINDAUER. She is (personally known to me) or (has produced [type of identification produced] FNIDK as identification).

WITNESS my hand and official seal in the county and state last aforesaid on this 10th day of December, 2001.

My Commission Expires:



[Signature]
Notary Public - State of Florida

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

PURSUANT TO Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that DJ'S FRIEND, INC., desiring to organize under the laws of the State of Florida, with its principal address as indicated in the Articles of Incorporation, at the City of Davie, County of Broward, State of Florida, has named Douglas R. Bell; located at 800 East Broward Boulevard, Suite N^o 601, Fort Lauderdale, Florida 33301, as its agent to accept service of process in this state.

I HEREBY AGREE to act as agent for DJ'S FRIEND, INC., to accept service of process within the State of Florida.



DOUGLAS R. BELL

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