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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-02/15/02--01018--019
*****89.00 *****78.75

Subject: J. Franklin International, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for \$82.75 to cover the filing fees. Please return a certified copy of the filed Articles to:

J. Franklin International, Inc.
(NAME)
439 Jackson Street
(ADDRESS 1 - PO BOX NOT ACCEPTABLE)
Dunedin, Florida 34698
(CITY, STATE, ZIP)
(727) 799-8880
(PHONE NUMBER)

FILED
2002 FEB 15 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/20/02

**ARTICLES OF INCORPORATION
OF
J. FRANKLIN INTERNATIONAL, INC.**

FILED
2002 FEB 15 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

J. Franklin International, Inc.

The principal office and mailing address of this

corporation shall be :

439 Jackson Street
Dunedin, Florida 34698

ARTICLE II

EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power.

- (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 or 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 Section 607.0833, Florida Statutes.
- (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 interest 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, which contract 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 contract 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 law 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 consistent with its Articles of Incorporation or with the laws of the State of Florida 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 of donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

- (o) To pay pension 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 or its subsidiaries.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life or any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholders.
- (q) To be a promoter, incorporator, partner, member, associate, or manager or any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V

Capital Stock

- (a) Common Stock. The corporation is authorized to issue 2,000,000 shares of common stock, par value \$1.00 per share ("Common Stock"). The common stock shall have the following rights attached thereto:
 - (1) Voting. Each share of Common Stock shall entitle the holder thereof to one vote on all matters submitted to a vote of the share holders. There is no cumulative voting.
 - (2) Dividends. Holders of the Common Stock will be entitled to receive any dividends declared by the corporation's Board of Directors out of funds legally available therefor. Any such dividends will be declared and awarded in the sole discretion of the corporation's Board of Directors.

(3) Rights on Liquidation, Dissolution or Winding-Up. In the event of liquidation, dissolution or winding-up of the corporation's Preferred Stock (as defined below) shall receive liquidation preference over the holders of the corporation's Common Stock, in an amount equal to that to which the Preferred Stockholders are entitled to in liquidation under these Articles. After the preferred Stockholder(s), if any, have received on a pro rata basis the remainder of the net assets of the corporation available for distribution.

(4) Miscellaneous Provisions. Holder of the Common Stock shall not have, under the terms of these Articles, preemptive, conversion or other rights to subscribe for additional shares; provided, however, that notwithstanding the foregoing, the corporation and/or one or more of its shareholders may enter into separate agreement themselves with respect to the existence and recognition of such rights as between such shareholders in private capacities. There shall be no redemption or sinking fund provisions associated with the Common Stock issued to shareholders shall not be so issued until fully paid and shall, at such time, not be subject to calls of assessments.

(b) Preferred Stock. The corporation is authorized to issue of non-convertible cumulative preferred stock, which shares shall have a par value of \$1.00 and be issued in face amounts per share and in one or more series as determined by the Board of Directors ("Preferred Stock"). The Preferred Stock shall also have the following rights, privileges and preferences attached thereto:

- (1) Voting. Except as otherwise by law or in these Articles of Incorporation, the holders of Preferred Stock shall have no voting rights with respect to such shares of Preferred Stock.
- (2) Dividends. The holder of each share of the Preferred Stock shall be entitled be declared or paid upon or set for any Common Stock, when and as declared by the Board of Directors, annual cash dividends equal to 5% of the aggregate face value of each share of Preferred Stockholder. Such dividends shall be payable quarterly in each year on such dates shall be fixed by the Board of Directors. Dividends shall be cumulative from and after such date or dates as shall be fixed by the Board of Directors and all dividends pro rata per share. No dividends shall be paid or set apart for payment on the Common Stock for all past quarterly dividends on all Preferred Stock for all past quarterly dividends periods shall have been declared and the corporation shall have paid such dividends or shall have set aside a sum sufficient for the payment thereof. Any accumulation of dividends on the Preferred Stock shall not entitled to receive any dividend thereon other than the dividends provided for in this Article V(b)(2).
- (3) Rights on Liquidation, Dissolution or Winding-Up. In the event of any liquidation, dissolution, or winding-up of the corporation, either voluntarily or involuntarily, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the corporation available for distribution to stockholders, whether from capital, surplus or earnings, before

any payment shall be made to the holders of shares of Common Stock. If upon any liquidation, dissolution or winding-up of the corporation, the assets of the corporation available for distribution to holders of the Preferred Stock the full amounts to which they respectively shall be entitled, the holders of Preferred Stock shall ratably in any distribution of assets according to the respective amounts that would be payable in respect of the shares of Preferred Stock held by them upon such distribution if all amount payable on or with respect to said shares were paid in full.

The consolidation or merger of the corporation with or into any other corporation or corporations, the sale or transfer by the corporation of all or substantially all of its properties and assets as an entirety to any other person, or any transaction, the result of which is that the holders of 100% of the issued and outstanding Common Stock of the Corporation immediately prior to such transaction do not own a majority in voting power of the corporation following such transaction, shall be deemed to be liquidation, dissolution, or winding-up of the corporation for purposes of this Article V(b)(3).

- (4) Redemption. The corporation, at the option of the Board of Directors, may at any time redeem all or any part of the outstanding Preferred Stock at a per shares redemption price equal to the face value of such shares; provided, however, that if the Preferred Stock is redeemed on or before the end of the initial twelve (12) months period after the date of issuance thereof, the Preferred Stockholders shall also be entitled to receive an

additional amount equal to the aggregate dividends which each such holders would have receive on his/her shares for such initial twelve (12) months period but for the redemption call. If the Preferred Stock is redeemed at any time after the initial twelve (12) months period following issuance, the Preferred Stock will be redeemable at face value, plus all accumulated and unpaid dividends accrued thereon up to the date of redemption. In case of only a partial redemption of the outstanding Preferred Stock, the corporation shall effect such redemption pro rata amount the holders of the Preferred Stock.

At least 30 days previous notice by certified or registered mail, postage, prepaid, shall be given to the holders of record of the Preferred Stock to be redeemed, such notice to be addressed to each such stockholder at the address given to the corporation by such holder for the purpose of notice, or if no such address appears or is so given, at the place where the principal office of the corporation is located. Such notice shall state the date fixed for redemption and the redemption price and shall call upon such holder to surrender to the corporation on said date as the place designated in the notice such holder's certificate or certificated representing the shares to be redeemed. On or after the dated fixed for redemption shall surrender the certificate evidencing such shares to the corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. If less than all the shares represented by any such

surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given and, if on the date fixed for redemption, funds necessary for the redemption shall be available therefor, then, as to any certificates evidencing any Preferred Stock so called for redemption and not surrendered, all rights of the holders of such shares so called for redemption and not surrendered shall cease with respect to such shares, except only the right of the holders to receive the redemption price without interest upon surrender of their certificated therefor.

ARTICLE VI

INDEMNIFICATION BY COURT ORDER

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court or competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

ARTICLE VII

Registered Office and Registered Agent

The street address of the corporation initial registered offices is c/o J. Franklin International, Inc., 439 Jackson Street, Dunedin, Tampa, Florida, 34698 and the name of the corporation's initial registered agent at such address is James F. Brown Jr. The Corporation may change its registered

agent of both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VIII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be six (6), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
James F. Brown President/Vice President	439 Jackson Street Dunedin, Florida 34698
Robert McEwan Secretary/Treasurer	531 Wayfare Drive Tarpon Springs, Florida 34687

ARTICLE IX

Incorporators

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

<u>Name</u>	<u>Address</u>
James F. Brown, Jr.	438 Jackson Street Dunedin, Florida 34698

ARTICLE X

Initial Executive Officer Board

The number of officers constituting the initial Executive Officers shall be three (3), and the name and address of each person who is to serve as a member thereof is as follows:

Name

James F. Brown, Jr.
Chief Executive Officer

Jay Passer
Chief Operations Officer

Robert McEwan
Chief Financial Officer

Address

439 Jackson Street
Dunedin, Florida 34698

4100 W. Kennedy Boulevard, Suite 322
Tampa, Florida 33609

531 Wayfare Drive
Tarpon Springs, Florida 34687

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.501 or 617.0501, Florida Statutes, 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.

(a) The name of the corporation is: J. Franklin International, Inc.

(b) The name and address of the registered agent and office is:

James F. Brown Jr.

(NAME)

439 Jackson Street

(ADDRESS 1 - PO BOX NOT ACCEPTABLE)

Dunedin, Florida 34698

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE OF 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.

SIGNATURE

James F. Brown Jr.
(REGISTERED AGENT)

DATE:

February 12, 2002

SIGNATURE:

James F. Brown Jr.
(INCORPORATOR)

DATE:

February 12, 2002