

Division of Corporations

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Florida Department of State
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Account Name : BERGER SINGERMANN
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FLORIDA PROFIT CORPORATION OR P.A.

BJ/EB HOLDING CORP.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 7, 2002

BERGER SINGERMAN

SUBJECT: HJ HOLDING CORP.
REF: W02000022881

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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.

NAME CONFLICT WITH P00000043060 H & J HOLDINGS, INC.

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Dale White
Document Specialist
New Filings Section

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
HJ/EB HOLDING CORP.
a Florida corporation**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes ("FBCA"), hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is HJ/EB HOLDING CORP.

ARTICLE II

ADDRESS

The principal office and mailing address of the Corporation is:

8510 NW 68th Street
Miami, Florida 33166

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation shall have any such purpose, and may engage in any and all activities, as

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permitted for other corporations under the FBCA.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.001 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 8510 NW 68th Street Miami, Florida 33166. The name of the initial Registered Agent of the Corporation at that address is Edwin W. Hickey.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors, to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The initial directors of the Corporation are Edwin W. Hickey and Robert A. Johnson.

ARTICLE VIII

DIRECTORS AND OFFICERS NOT PERSONALLY LIABLE

A director or officer of the Corporation shall not be personally liable to the Corporation or its

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shareholders for monetary damages for breach of fiduciary duty as a director; *provided however*, that the foregoing shall not eliminate or limit the liability of a director that breaches or fails to perform his or her duties as a director and such breach or failure constitutes (i) any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) a violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; a judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful; (iii) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (iv) a circumstance under which the liability provisions of § 607.0834 of the FBCA are applicable; (v) in a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or (vi) in a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness (as defined in FBCA § 607.0831) or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property. If the FBCA is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA as so

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amended. Any repeal or modification of this Article VIII by the Shareholders of the Corporation or otherwise shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE IX**INCORPORATOR**

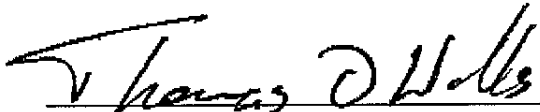
The name and address of the person signing these Articles as Incorporator are as follows:

NameAddress

Thomas O. Wells, Esq.

200 South Biscayne Blvd., Suite 1000
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
24 day of ~~June~~_{July}, 2002.


Thomas O. Wells, Esq., Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of HJ/EB Holding Corp., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of HJ/EB Holding Corp.

Date: ~~June~~ ^{July} 24, 2002
Edwin W. Hickey, Initial Registered Agent02 AUG - 8 PM 3:42
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