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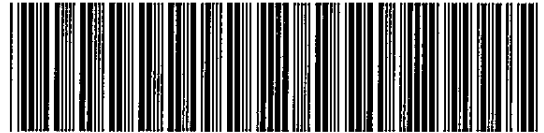
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9/11/20/02

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Walkin-N-Klass Inc

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CLERK OF COURT
TALLAHASSEE FLORIDA

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

EFFECTIVE DATE

11/19/02

ARTICLES OF INCORPORATION

OF

WALKIN - N - KLASS, INC.

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OFFICE OF STATE
TALLAHASSEE FLORIDA

We, the undersigned incorporators of this Corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name and Principal Office

The name of this corporation is: WALKIN - N - KLASS, Inc. The principal office of this corporation is located at 1394 N.W. 54 Street, Miami, Florida 33142.

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) A private enterprise to conduct and provide retail services.

(b) To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural person which is not specifically prohibited by the

laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

(c) In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any one time is 300 shares of common stock at One Dollar (\$1.00) par value per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America or in property, labor or services which, in the judgment of the Board of Directors, shall be of the valuation equivalent to the value of the stock to be issued.

ARTICLE IV

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

The manner of election for directors and the manner of their admission are to be provided for in the bylaws.

ARTICLE V

Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VI

Initial Registered Agent

The street address of the initial registered agent of this corporation is Leon E. Sharpe, 4770 Biscayne Boulevard, Suite 970, Miami, Florida 33137. The Board of Directors may, from time to time change the designated registered agent of the corporation.

ARTICLE VII

Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be either increased or decreased from time to time as provided for in the By-Laws.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the

first year of the corporation's existence, or until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Aubrey Brunson, President	70 N.W. 87 Street El Portal, Florida 33150

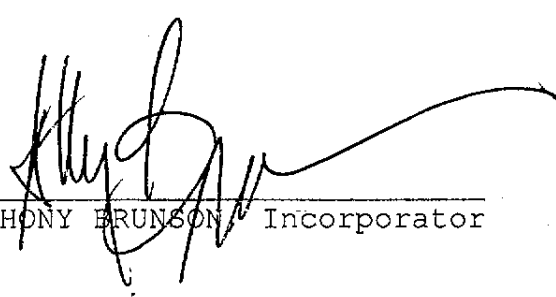
ARTICLE VIII

Indemnification

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

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami-Dade County, Florida, for the uses and purposes aforesaid, this

19 day of November, 2002.



ANTHONY BRUNSON, Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

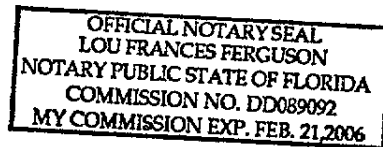
BEFORE ME, the undersigned authority, personally appeared ANTHONY BRUNSON who produced personally Known as identification and being duly sworn, upon oath, to me well known to be the person described in and who executed

the foregoing Certificate of Incorporation, and who acknowledges before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami-Dade County, Florida this 19 day of November, 2002.

Lou Frances Ferguson
Notary Public
State of Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

2002 NOV 20 PM 1:18

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.0501, 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.

1. The name of the corporation is:

Walkin - N - Klass, Inc.

2. The name and address of the registered agent and office is:

Leon E. Sharpe
4770 Biscayne Boulevard
Suite 970
Miami, Florida 33137

TITLE: incorporator

DATE: 11/19/02

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

DATE: 11/19/02