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**CAPITAL CONNECTION, INC.**

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

MJB Industries Inc

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**ARTICLES OF INCORPORATION**  
**OF**  
**MJB INDUSTRIES, INCORPORATED**

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**FILED**

The undersigned does hereby make, subscribe, acknowledge and file the following Articles of Incorporation for the purpose of becoming a corporation for profit under the Laws of the State of Florida.

**ARTICLE I**

The name of the corporation is

**MJB INDUSTRIES, INCORPORATED**

**ARTICLE II**

The corporation shall have perpetual existence.

**ARTICLE III**

The general purposes for which this corporation is initially organized shall be any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act presently known as Chapter 607, Florida Statutes.

**ARTICLE IV**

This Corporation is authorized to issue both "Preferred" and Common Stock, and the maximum numbers of shares of stock that this Corporation is authorized to have outstanding at any one time in each of the three classes is as follows:

- (a) 100,000 shares of Preferred Stock with a par value of \$100 per share.

(b) 1,000,000,000 shares of Class A Common Stock with a par value of \$1.00 per share.

(c) 10,000,000 shares of Class B Common Stock with a par value of \$1.00 per share.

The total number of shares which the Corporation is authorized to issue is One Billion Ten Million One Hundred Thousand (1,010,100,000) shares, and the aggregate par value of all the shares is \$1,020,000,000.

Stock Preferences and Rights. The preferences, limitations, voting rights and relative rights in respect of the shares of each class of the stock are as follows:

Section 1. Preferred Stock. The holders of the Preferred Stock shall be entitled to receive out of any amount legally available for dividends to shareholders, cumulative dividends at the rate of \$10 per share per annum, and no more, payable on April 1<sup>st</sup> of each year. Such dividends shall be paid or set apart for stock of any other class and shall be cumulative from and after the date of issuance of the shares. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of the Preferred Stock at the time outstanding, shall be entitled to be paid in cash \$100 per share, the par value thereof, together with the amount of all accrued and unpaid dividends thereon before any distribution or payment shall be made to the holders of any other class of stock, but shall not be entitled to participate in any other liquidating payments.

At any time, and from time to time, the Corporation may redeem at the price of \$110.00 per share plus accrued and unpaid dividends, the whole or any part of the Preferred Stock at the option of the Board of Directors, upon mailing notice of at least

thirty (30) days prior to the date fixed for such redemption to the holders of record of the shares to be redeemed. In the case of the redemption of a part only of the Preferred Stock outstanding, the Corporation shall designate by lot, or in such other manner as the Board of Directors may determine, the shares so to be redeemed. If such notice of redemption shall have been duly mailed, and if on or before the redemption date specified in such notice, the funds necessary for such redemption shall be set aside so as to be and continue to be available therefore, then notwithstanding that any certificate for Preferred Stock thus called for redemption shall not have been surrendered for cancellation, the dividends thereon shall cease to accrue from and after the date of redemption so specified, and all rights with respect to such stock thus called for redemption shall, forthwith after such redemption, cease and terminate, except only the right of the holder to receive the redemption price thereof, but without interest, from the Corporation.

The holders of Preferred Stock ~~shall have no voting rights~~ whatsoever except such voting rights as may be expressly granted them by the Florida Business Corporation Act, and except as follows:

(a) Whenever dividends on Preferred Stock are more than ninety (90) days in default, the holders thereof shall have the right, voting separately and as a class, to elect a majority of the Board of Directors at the next succeeding annual meeting, such right to continue until all unpaid dividends on such stock have been paid in full and to then terminate. Upon termination of such right, new directors shall be elected at a meeting of the holders of the common stock and the term of office of all directors then in office shall immediately terminate.

(b) The provisions of the Articles respecting the preferences and rights herein granted to holders of Preferred Stock may not be altered or amended in any respect except upon the affirmative vote of the holders of a majority of the shares of such stock then outstanding.

Preferred Stock shall be issuable only to the trustee or trustees of the Corporation's employee profit sharing trust, but there shall be no restriction on the transfer thereof. This provision of the Articles may be changed by a majority vote (2/3) of the shareholders.

Section 2 - Class A Common Stock. The holders of the Class A Common Stock shall be entitled to receive or have set apart for payment when and as declared by the Board of Directors, but in no event prior to dividend payments on any class or classes of stock of the Corporation ranking prior to the Class A Common Stock, including the Preferred Stock of the Corporation, cumulative dividends or distributions payable before any dividends are paid on the Class B Common Stock of the Corporation at the rate of ten cents (\$.10) per share per annum, payable from the net earnings or profits of the Corporation, or from the surplus of its assets over its liabilities and capital stock. Such dividends or distributions shall be payable quarterly in March, June, September and December of each year beginning in March, 2003.

After all dividends or distributions on the Class A Common Stock shall have been paid in full for all prior dividend periods and shall have been paid in full or declared and set apart for payment for the current dividend period, dividends or distributions may be paid upon any class of stock junior to the Class A Common Stock, when, as and if declared by the Board of Directors, from money legally available therefore provided (a)

to the extent that any such cash dividend on the Class B Common Stock of the Corporation is paid at a rate in excess of ten cents (\$.10) per share per annum, an amount equal to the excess amount paid per share on the Class B Common Stock of the Corporation shall concurrently be paid per share in cash on the then outstanding shares of the Class A Common Stock, and (b) to the extent any such dividend or distribution is paid in other than cash on shares of the Class B Common Stock of the Corporation, the same per share dividend or distribution shall be paid in kind on each of the then outstanding shares of Class A Common Stock.

Any division, consolidation or reclassification of the common stock, whether by stock split, reverse stock split, recapitalization, or otherwise shall not constitute a dividend as set forth herein, but upon the happening of any such event, the then outstanding shares of Class A Common Stock shall be adjusted in like manner so that after such event the number of shares of Class A Common Stock outstanding in relation to the number of shares of Class B Common Stock outstanding shall be the same as the number of shares of Class A Common Stock outstanding with relation to the number of shares of Class B Common Stock outstanding prior to such event.

Upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class A Common Stock at the time outstanding, shall be entitled, after all distributions on any class of stock senior to the Class A Common Stock, including the Preferred Stock of the Corporation, but before any distribution shall be made to the holders of any class of stock junior to the Class A Common Stock, to receive out of the net assets of the Corporation available after distribution to its stockholder whether from capital or from earnings, the fixed amount of one dollar (\$1) per share.

This distribution to the holders of Class A Common Stock shall depend entirely on the financial condition of the Corporation at the time of liquidation. \$1.00 per share is intended to be a minimum to be paid upon dissolution. If upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation after the payment to holders of all classes of stock prior to the Class A Common Stock shall be insufficient to permit the payment to holders of all outstanding shares of Class A Common Stock of the full amount to which such shares are entitled, then the entire net assets of the Corporation after the payment to holders of all classes of stock prior to the Class A Common Stock shall be distributed among the holders of Class A Common Stock in proportion to the full amounts to which they are entitled as aforesaid.

After payment upon such liquidation, dissolution or winding up of the Corporation to the holders of shares of Class A Common Stock of all amounts to which they are entitled as hereinbefore provided, the remaining net assets of the Corporation shall be paid and/or distributed to the holders of any class of stock on a parity with or junior to the Class A Common Stock, provided that when any payment upon liquidation, dissolution or winding up of the Corporation has been made to the holders of each share of Class B Common Stock of the Corporation equal to the amount paid on each share of Class A Common Stock as provided above, then the entire remaining net assets shall be distributed to the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock in equal amounts on each share without regard to class. The sale, lease or conveyance of all or substantially all the property and asset of the Corporation to, or the consolidation of the Corporation with any other corporation or



corporations, or the merger of the Corporation into any other corporation or the merger of any other corporation into the Corporation, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation.

Each share of the Class A Common Stock shall entitle the holder thereof to cast 1/100 of one full vote at all meetings of stockholders.

If and whenever dividends or distributions on the Class A Common Stock shall be in arrears and such arrears shall aggregate an amount at least equal to eight (8) quarterly dividends, then and in such event the holders of the Class A Common Stock shall be entitled, subject to the rights of the holders of Preferred Stock, at all elections or directors to vote separately as a class to elect one fifth (1/5) of the Board of Directors, but in no event less than one (1) director. At any election at which the holders of the Class A Common Stock shall have a right to vote as a class for directors as provided herein, the holders of the Class A Common Stock shall not be entitled to vote upon the other directors to be elected at such meeting, as provided in the preceding paragraph hereof, but the voting rights of the holders of the Class A Common Stock set forth in the preceding paragraph hereof shall in all other matters remain the same. Whenever all arrears and dividends or distributions on the Class A Common Stock shall have been paid and the dividends or distributions thereon for the current quarterly period shall have been paid or declared and provided for, then the rights of the holders of Class A Common Stock shall be as set forth in the preceding paragraph hereof, subject always to the same provisions for the vesting of such voting rights in the case of any future arrearage in dividends.

In any case in which the holders of the Class A Common Stock shall be entitled to vote as a class pursuant to the provisions of the preceding and/or following paragraph

hereof or pursuant to law, each holder of Class A Common Stock shall be entitled to one (1) vote for each share thereof held.

So long as any shares of Class A Common Stock are outstanding and unless the vote or consent of a greater number of shares of Class A Common Stock shall then be required by law, the consent of the holders of at least two-thirds (2/3) of the Class A Common Stock at the time outstanding given by the execution of instruments in writing evidencing such consent, or in person or by proxy at a special meeting of holders of Class A Common Stock called for that purpose, at which the holders of the Class A Common Stock shall vote separately as a class, shall be necessary for effecting or validating the amendment, alteration or repeal of any of the provisions of the Articles of Incorporation of the Corporation (including amendments setting forth designations, descriptions and terms and agreements of consolidation and merger), if such action would alter or change the preference of participation in dividends, voting powers, restrictions, or qualifications of outstanding Class A Common Stock so as to affect the Class A Common Stock adversely.

Any class or classes of stock of the Corporation shall be deemed to rank:

(a) Prior to the Class A Common Stock if the holders of such class or classes shall be entitled to amounts distributable upon any liquidation, dissolution or winding up, in preference to or with priority over, the holders of Class A Common Stock;

(b) On a parity with the Class A Common Stock whether or not liquidation prices per share thereof be different from those of the Class A Common Stock if the rights of holders of such class or classes to the amounts distributable upon any liquidation, dissolution or winding up shall be neither (1) in preference to with priority

over nor (2) subject or subordinate to the rights of holders of the Class A Common Stock in respect of amounts distributable upon liquidation, dissolution or winding up; and

(c) Junior to the Class A Common Stock if the rights of the holders of such class or classes shall be subject or subordinate to the rights of the holders of the Class A Common Stock in respect of dividends and amount distributable upon liquidations, dissolution or winding up, as the case may be.

In the event of any liquidation or dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after the making of such payments to the holders of Preferred Stock as may be required under the terms prescribed by the Board of Directors upon authorization of the issuance of such preferred shares and to the holders of the Class A Common Stock as above described, the remaining assets of the Corporation shall be distributed among the holders of common stock according to the number of shares held by each subject to the rights of the holders of the Class A Common Stock described above.

Section 3 - Class B Common Stock. Except as herein otherwise provided, the holders of Class B Common Stock shall be entitled to one vote for each share on any matter, and, except as limited by the superior rights and preferences hereinabove granted to holders and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockbrokers.

**ARTICLE V**

The initial street address in the State of Florida of the principal office of the Corporation shall be 10550 Abernathy Street, Bonita Springs, Florida 34135. The Board of Directors may from time to time move the principal office to any other address in Florida. The initial Registered Agent of this Corporation shall be Michael P. Quinn, 10550 Abernathy Street, Bonita Springs, Florida 34135. The Board of Directors may from time to time change the Registered Agent by designation filed in the office of the Secretary of State, State of Florida.

**ARTICLE VI**

The number of directors consisting of the initial Board of Directors shall be one (1) and the name and address of the person who is to serve on the initial Board of Directors shall be as follows: **MICHAEL P. QUINN**, 10550 Abernathy Street, Bonita Springs, Florida 34135.

**ARTICLE VII**

Subject to the applicable laws, this Corporation and its stockholders shall be authorized at all such times as shall be desirable or advantageous in the judgment of the Board of Directors, to select treatment for Federal Taxation purposed under Sub-Chapter (S) and Section 1244 of the Internal Revenue Code of the United States of 1954, as amended, and such other laws and Rules and Regulations as they deem necessary or desirable.

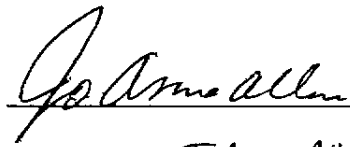
**ARTICLE VIII**

These Articles of Incorporation may be amended in the manner prescribed by law. Each amendment shall be submitted to the Board of Directors and approved by them,

then proposed by the Board of Directors to the stockholders, and approved by the stockholders by a majority vote. All Directors and stockholders may sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation shall be made, to signify approval by the Board of Directors and shall be the stockholders of the proposed amendment.

**IN WITNESS WHEREOF**, the undersigned subscribing and incorporating person has hereunto set his hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_\_\_, for the purpose of forming this Corporation under the laws of the State of Florida and he hereby makes and files in the office of Secretary of State of the State of Florida, these Articles of Incorporation and certifies that the facts stated herein are true.

Signed, sealed and delivered  
In the presence of:

  
\_\_\_\_\_

Print Name: JoAnne Allen

  
\_\_\_\_\_

**MICHAEL P. QUINN**

STATE OF FLORIDA

COUNTY OF Lev

**I HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **MICHAEL P. QUINN**, to me known to be the person described above and Articles of Incorporation and acknowledged who as a subscriber executed the foregoing before me that he executed this document for the purposes set forth herein.

WITNESS my hand and official seal in the County and State aforesaid this

28<sup>th</sup> day of January, 2003.



William B. Tucker  
Commission # CC 967231  
Expires Oct. 28, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

WB T

Notary Public, State of Florida at Large

Notary Name: William B. Tucker

Commission No.: CC 967231

My Commission Expires: 10/28/04

Personally known:    *W*     
Produced ID: DL             
                  PASSPORT             
                  MILITARY             
                  OTHER

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

Pursuant to *Chapter 48.091, Fla. Stat.*, the following is submitted in compliance with said Act:

That **MJB INDUSTRIES, INCORPORATED** desiring to organize under the laws of the State of Florida and under the proposed name **MJB INDUSTRIES, INCORPORATED** with its principal office as indicated in the Articles of Incorporation at the City of Bonita Springs, Lee County, State of Florida has named **MICHAEL P. QUINN**, 10550 Abernathy Street, Bonita Springs, Florida 34135, as its Agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

  
\_\_\_\_\_  
**MICHAEL P. QUINN**

03 FEB -4 PM 4: 15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**