

PO 3000053790

(Requestor's Name)

CANALES VICTOR M.  
Accountant/Tax Service  
3127 STARBURST WAY  
JACKSONVILLE FL 32223

(City/State/Zip/Phone #)

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May 7, 2003

VICTOR M CANALES  
3127 STARBURST WAY  
JACKSONVILLE, FL 32223

SUBJECT: A & E, INC.  
Ref. Number: W03000013102

We have received your document for A & E, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6904.

Freida Chesser  
Corporate Specialist  
New Filings Section

Letter Number: 703A00028311

ARTICLES OF INCORPORATION

OF

A&E, INC. OF JAX

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the applicable laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is A&E, INC. OF JAX.

ARTICLE II

The principal office in the State of Florida is to be located at 2914 Madrid Ave, Jacksonville, FL 32217

and its resident agent is Entela Dangoli 2914 Madrid Ave Jacksonville, FL 32217.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The nature of the business and the objects and purposes.. to be transacted, promoted and carried on are to do any of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world under the laws of the State of Florida, including, with out limiting the generality of the foregoing, viz.:

To Purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, trasfer or in any manner whatever dispose of real property within or without the State of Florida.

To manufacture, purchase, or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, exchange, transfer or in any manner dispose of, and to invest, deal and trade in and with goods, wares, merchandise and

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called for that purpose, and the vacancy thereby caused may be filled by such stockholders at such meeting.

#### ARTICLE IX

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, the By-Laws of the corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-Laws made by the Directors.

#### ARTICLE X

The incorporators of the corporation are:

Artur Dangolli- President-50%

Entela Dangolli-V.P. & Secretary - 50%

whose mailing addresses are:

2914 Madrid Ave, Jacksonville, FL 32217

2914 Madrid Ave, Jacksonville, FL 32217

respectively.

The powers of the incorporators are to terminate upon the filing of this Certificate of Incorporation. The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Artur Dangolli            2914 Madrid ave, Jacksonville, FL 32217

Entela Dangolli        2914 Madrid ave, Jacksonville, FL 32217

To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

The objects and purposes specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Florida.

#### ARTICLE V

The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) share of common stock, all of which shares shall be with a par value stock of \$1.00 per share.

#### ARTICLES VI

The total number of shares of stock which this corporation is authorized to issue is without preferences, qualifications, limitation, restrictions and special or relative rights in respect to the shares.

#### ARTICLE VII

Except as otherwise provided by statute, any action which might have been taken by a vote of the stockholders of the corporation at a meeting thereof any be taken with the written consent of stockholders who would have been entitled to vote upon the action if a meeting had been held and who are the holders of not less than the minumum percentage of the voting stock required by statute to authorize such action by vote; provided that prompt notice shall be given to all stockholders of the taking of such corporate action without a meeting if less than unanimous written consent shall have been obtained.

#### ARTICLE VIII

Election of directors need not be by ballot unless the By-Laws of the corporation shall so provide. Any director may be removed from office either with or without cause at any time by the affirmative vote of stockholders of record holding a majority of the outstanding shares of the stock of the corporation entitled to vote, given at a meeting of the stockholders

personal property of any and every class and description, within or without the State of Florida.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property to purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other evidences of indebtedness created by other corporations and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To purchase or otherwise acquire, apply for, register, hold, use, sell, or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trade-marks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bill of exchange, warrants, bonds, debentures and other negotiables or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired.

To purchase, hold, sell and transfer the shares of its capital stock.

To have one or more offices and to conduct any or all of its operations and business and to promote its objects, within or without the State of Florida, without restriction as to place or amount.

To carry on any other business in connection therewith.

Dated the 23rd day of April, 2003

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this corporation have executed these Articles of Incorporation.

Signature(s) of Incorporator(s)

X Arthur Bongelli  
X Entele Bongelli

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above named corporation at a place designated in these Articles of Incorporation. I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

X Entele Bongelli  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF DUVAL ) SS:

Before me, the undersigned authority personally appeared \_\_\_\_\_  
\_\_\_\_\_ to me well known to be the person(s) who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that \_\_\_\_\_ he \_\_\_\_\_ made and subscribed the same for the purposes therein mentioned set forth.  
IN WITNESS WHEREOF, I have hereunto set my hand and seal the \_\_\_\_\_ day  
of \_\_\_\_\_, 19 \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

My commission expires:

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TALLAHASSEE, FLORIDA  
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