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**ROBERT A. COHEN**  
***ATTORNEY AT LAW***

10831 Edinburgh St., Cooper City, Florida 33026

Phone: (954) 684-9801 Fax: (954) 704-9235

Email: RCohen@RCohenlaw.com

July 13, 2004

Florida Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation for:  
**JON-BRI, CORP.**  
(A corporation for profit)

Gentlemen:

Enclosed herein please find an original and one copy of properly executed Articles of Incorporation and Acceptance of Registered Agent for **JON-BRI, CORP.**, a for profit corporation, for filing. Also, enclosed is our check in the amount of \$78.75, made payable to Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	<u>\$ 8.75</u>
TOTAL	\$78.75

Please forward the certified copy of the Articles of Incorporation to the undersigned at the address set forth above. Thank you for your courteous cooperation.

Sincerely yours,



Robert Cohen

Enclosure: Original and one copy of Articles of Incorporation  
Check for Filing Fee

APPROVED  
AND  
FILED

04 JUL 19 PM 4:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
JON-BRI, CORP.**

The undersigned incorporator to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

**Name and Address**

The name of this Corporation is **JON-BRI, CORP.** The street address of the Corporation is: 9610 NW 82<sup>nd</sup> Street, Tamarac, Florida 33321.

**ARTICLE II**

**Term of Existence**

This Corporation shall have perpetual existence, commencing upon filing of these articles of incorporation with the Florida Secretary of State.

**ARTICLE III**

**Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Powers**

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations,

partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

## **ARTICLE V**

### **Capital Stock**

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of \$0.01 par value common stock, which shall be designated Common Shares.

**ARTICLE VI**  
**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 9610 NW 82<sup>nd</sup> Street Tamarac Florida 33321, and the name of its initial registered agent at such address is Susan DePotter.

**ARTICLE VIII**  
**Board of Directors**

This Corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1).

Name:  
Susan DePotter

Address:  
9610 NW 82<sup>nd</sup> Street  
Tamarac, Florida 33321

John DePotter

9610 NW 82<sup>nd</sup> Street  
Tamarac, Florida 33321

**ARTICLE IX**  
**OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

Name:  
Susan DePotter,  
President/Treasurer

Address:  
9610 NW 82<sup>nd</sup> Street  
Tamarac, Florida 33321

John DePotter,  
Vice President/Secretary

9610 NW 82<sup>nd</sup> Street  
Tamarac, Florida 33321

**ARTICLE X**

**Incorporator**

The name and address of the person signing these Articles and serving as the sole incorporator is:

Name:

Robert Cohen

Address:

10831 Edinburgh Street  
Cooper City, Florida 33026

**ARTICLE XI**

**Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

**ARTICLE XII**

**INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

**ARTICLE XIII**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned sole incorporator executed these Articles of Incorporation, this 13<sup>th</sup> day of July 2004.



Robert Cohen  
Sole Incorporator

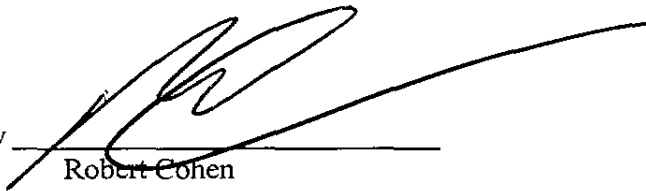
**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that JON-BRI, CORP., desiring to organize or qualify under the laws of the State of Florida, has named Susan DePoter, located at 9610 NW 82<sup>nd</sup> Street, Tamarac, Florida 33321, as its agent to accept service of process within Florida.

Dated: July 13, 2004

By

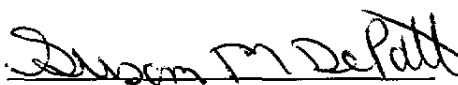
  
Robert Cohen  
Sole Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 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.

Dated: July 13, 2004

By

  
Susan DePoter  
Registered Agent

APPROVED  
AND  
FILED  
04 JUL 19 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA