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Office Use Only



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Edward L. Stahley, P.A. Attorney at Law

150-D Fortenberry Road Merritt Island, FL 32952

TELEPHONE (321) 453-3602

FAX (321) 453-3678

October 4, 2004

Department of State Divisions of Corporations P.O. Box 6327 Tallahassee, Florida 32314

> RE: Diversified Industries VJC, Inc. Our File No. 04-98

Dear Madame:

Enclosed find Articles Of Incorporation for Diversified Industries VJC, Inc., which we desire to incorporate under the laws of the State of Florida. We are also enclosing herewith a certificate designating place and agent for service of process, along with our check in the amount of \$122.50 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	\$ 35.00

Please attach your certificate to the enclosed copy of the Articles Of Incorporation, returning same to me at your earliest convenience.

With kindest regards, I remain

Very truly yours,

Edward L. Stahlev

ELS/vjr

Enclosures

ARTICLES OF INCORPORATION

OF

DIVERSIFIED INDUSTRIES VJC, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned hereby organizes and incorporates for the purpose of forming a body corporation under and by virtue of "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, 1993", as amended, for the transaction of business, and under the following charter:

ARTICLE I

The name of the corporation shall be DIVERSIFIED INDUSTRIES VJC, INC.

ARTICLE II

The purpose or purposes for which the corporation is formed are:

- a. To acquire, by purchase or lease, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands, and any buildings or structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned or held by the corporation.
- b. To acquire, by purchase or lease or manufacture, or otherwise, any personal property deemed necessary or proper or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned,

held or occupied by the Corporation and to invest, trade and deal in any personal property deemed beneficial to the Corporation, and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the Corporation.

- c. To purchase, lease, exchange, hire or otherwise acquire lands with or without buildings thereon, or any interest therein, whatsoever and wheresoever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate houses, buildings or other works of any description on any lands owned or leased by the Corporation, or upon any other lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any of the lands or any interest therein, or any houses, buildings or other structures owned by the Corporation; to engage generally in the real estate business, as principal, agent, broker, or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interests in lands, houses, buildings, or other words; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of tax liens and transfers of tax liens on real estate.
- d. To make, enter into, perform, and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing and fitting up buildings, tenements, and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners, and others, for said purpose.
- e. To purchase or otherwise acquire all or any of the business, good will, rights, property, and assets of any kind and assume all or any part of the liability of any foreign or domestic Corporation, association, partnership or person engaged in the business included in the foregoing purposes or objects, or incidental thereto and to pay for the same in the stocks or bonds of this Corporation deemed advisable.
- f. To conduct and carry on its business or any part thereof and to do all or any acts and things set forth as purpose and such other acts and things as may be requisite in the convenient transaction of its business in any state or territory of the United States or in any foreign country and to have and maintain offices, agencies, branches, plants or stores in any said state, territory or foreign country.

- g. To borrow with or without security, to make, accept, endorse, guarantee, execute and issue bonds, debentures, notes and other obligations, and to secure the same by a mortgage, pledge, deed of trust, other lien or otherwise, upon all or any part of the property of the Corporation, wherever situate, but only to the extent permitted by the laws of the State of Florida.
- h. To conduct a general merchandise and trading business, and for the accomplishment thereof or otherwise acquire, hold, sell, or otherwise dispose of, deal and trade in, as principal, agent or broker, goods, wares, merchandise and exchange at wholesale or retail and on commission or otherwise.
- i. To provide and market software/hardware and technical services for the optimization and utilization of computer systems; to provide technical support for computers; to consult with computer owners and lessees.
- j. To engage in the business of furnishing to any persons, firms, partnerships, corporations, clubs, associations and institutions services utilizing methods studies, systems analyses, computing and programming procedures, electronic data processing systems, the operation of computers and other business machines of every kind, nature and description, and in connection therewith, but not by way of limitation, services relating to tabulating, data processing, key punching, bookkeeping, payroll, recording, reporting, billing, filing, indexing, mailing, circularizing, addressing, and all other business and office operations and procedures of every kind, nature and description; and to furnish, as principal, agent, broker or otherwise, the services of skilled and unskilled personnel to perform such services.
- k. To act as consultants and to give advice and guidance to any persons, firms, partnerships, corporations, clubs, associations and institutions in respect to methods studies, systems analyses, computing and programming procedures, electronic data processing systems, the operation of computers and other business machines, tabulating, data processing, key punching, bookkeeping, payroll, recording, reporting, billing, filing, indexing, mailing, circularizing, addressing and all other business and office operations and procedures of every kind, nature and description.

- 1. To engage as brokers in the sale, lease and rental of electronic data processing systems, computers or other business machines or equipment of every kind, nature and description or in the procurement of machine time on any such machines or equipment.
- To engage in the operation of a corporation management and consultant service, to gather, compile, research and disseminate information, data, and advice in respect to matter of financial, statistical and business; to act as commercial. consultants, counselors and advisors; to render and furnish service in business, corporate and financial matters; to enter into agreements with any corporation, association, individual, or enterprise and to carry on and undertake any business and render any service which may seem to the Corporation capable of being conveniently carried on in connection with the above, and in promoting, advising, consulting with, maintaining, and operating any business enterprise; to aid and assist in any manner and association, or reorganization with which the corporation, Corporation may have business relations.
- n. To carry out all or any part of the foregoing purpose as principal, factor, agent, broker, contractor or otherwise, either alone or in conjunction with any persons, firms, associations, corporations, or others in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its purpose, to make and perform contracts of any kind and description, and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated.
- o. In furtherance of its corporate business and subject to the limitations prescribed by statute, to be a promoter, partner, member, associates or manager of other business enterprises of ventures, or to the extent permitted in any other jurisdiction to be an incorporator of other corporations of any type or kind and to organize, or in any way participate in the organization, reorganization, merger or liquidation of any corporation, association or venture and the management thereof.
- p. To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of or connected with, the purposes, objects or powers set forth in this

Certificate of Incorporation whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could to; provided, that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object or power, or to do any act or thing forbidden by law to a Corporation organized under the laws of the State of Florida.

ARTICLE III

The total amount of the capital stock of the corporation shall be ONE THOUSAND (1,000) shares of common stock, having a nominal or par value of ONE (\$1.00) DOLLAR per share.

The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation as shall be fixed by the Board of Directors. Property or labor also may be purchased with the capital stock at such valuation as shall be fixed by the Directors.

ARTICLE IV

The amount of the capital, in lawful money of the United States of America, or its equivalent, with which the corporation shall begin business shall be the sum of FIVE HUNDRED (\$500.00) DOLLARS or more.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Board of Directors of this corporation shall be any number not less than one or more than thirteen, fixed from time to time by the By-laws of the company.

ARTICLE VII

The principal office, or place of business, of this corporation shall be: 333 N. Atlantic Ave. Unit 408, Cocoa Beach, FL 32931.

ARTICLE_VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws of this corporation and "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, 1993", as amended, shall hold offices until the first meeting of the incorporators of said corporation, or until their successors are elected and qualified, shall be:

DIRECTOR

POST OFFICE ADDRESS

VITO J. CARUSO

333 N. Atlantic Ave. Unit 408 Cocoa Beach, FL 32931

ARTICLE IX

The names and post office addresses of the subscribers of these Articles of Incorporation, the number of shares each agrees to take, and the value of the consideration therefore, (the sum of which is not less than the amount of initial capital specified in Article IV), are as follows:

NAME	ADDRESS	NO.	SHARES	CONSIDERATION
VITO J. CARUSO	333 N. Atlantic Unit 408 Cocoa Beach, FL		500	\$500.00

ARTICLE X

The incorporator hereby designates VITO J. CARUSO as registered agent and the registered office address is: 333 N. Atlantic Ave. Unit 408, Cocoa Beach, FL 32931.

ARTICLE XI

The business of the corporation shall be managed, controlled, and conducted by a President, Vice-President, Secretary and Treasurer (any person may hold two or more offices) and by a Board of Directors. The directors shall be chosen annually after the annual meeting of stockholders. The officers who shall serve during the first year of the existence of the corporation or until their successors are elected and qualified, shall be:

OFFICER ADDRESS

VITO J. CARUSO

President

333 N. Atlantic Ave. Unit 408

Cocoa Beach, FL 32931

VITO J. CARUSO 333 N. Atlantic Ave. Unit 408 Secretary/Treasurer Cocoa Beach, FL 32931

At the first meeting after incorporation, the incorporators, or the then stockholders, may proceed with the election of a President, Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, if they choose, to fill the positions of those same terms, to-wit: during the first year of the existence of the corporation, or until after their successors are elected and qualified. The number of directors and their terms of office and manner of election, as well as their duties, shall be prescribed in the By-laws of the company.

A majority of the directors present at the meeting duly and regularly called shall constitute a quorum, and a majority vote of directors present shall control.

The first meeting of the stockholders will be held at the office of the Corporation at 333 N. Atlantic Ave. Unit 408, Cocoa Beach, FL 32931, on the 17th day of September, 2004, and thereafter on the 3rd Friday of September of each year unless changed by the By-Laws of this company.

All payments for stock shall be payable in lawful money of the United States of America; provided, however, that any designated portion of the stock shall be made payable in property, labor or services at a just valuation to be fixed by the incorporation or by the directors at a meeting called for such

purpose. Property, labor or services may be also purchased or paid for with the capital stock at a just valuation of such property, labor or services to be fixed by the directors of the company, at a meeting called for such purpose. All stock issued shall be fully paid and non-assessable. Stock shall be transferable only in a manner prescribed in the By-Laws and every person becoming a stockholder by such transfer shall in proportion to his stock, succeed to all the rights and liabilities of the prior stockholder.

Immediately after the adjustment of the annual meeting of the stockholders, the directors shall hold their annual meeting for the election of officers and such other business as may properly come before this meeting. Meetings of the Board of Directors shall be held within or without the State of Florida, but meetings of the stockholders shall be held at the principal office of the corporation at 333 N. Atlantic Ave. Unit 408, Cocoa Beach, FL 32931. This corporation may have such other places to transact business within or without the State of Florida as may be deemed desirable.

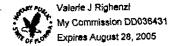
The amount of indebtedness or liability to which the corporation may, at any time, subject itself, shall be unlimited. The corporation shall adopt By-Laws for the government of its affairs not inconsistent with the Articles of Incorporation and the Laws of the State of Florida, which may be amended or replaced as provided by said By-Laws.

Supul Labely

J. CARUSC

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, a Notary Public, in and for the State of Florida, At Large, personally appeared VITO J. CARUSO known to be the person who executed the foregoing Articles of Incorporation of DIVERSIFIED INDUSTRIES VJC, INC., and he acknowledged before me that he executed same for the purposes therein expressed.



Valerie J. Righenzi Notary Public - State of Florida At Large

ACKNOWLEDGMENT

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

VITO J. CARUSO

Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT DIVERSIFIED INDUSTRIES VJC, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 333 N. ATLANTIC AVE., UNIT 408, COCOA BEACH, FL 32931, BREVARD COUNTY, STATE OF FLORIDA, HAS NAMED VITO J. CARUSO, LOCATED AT 333 N. ATLANTIC AVE., UNIT 408, COCOA BEACH, FL 32931, ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: VITO J. CARUSO

TITLE: President

DATE: 2004.

HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATE: Of 9 th ,2004