

P05000054705

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

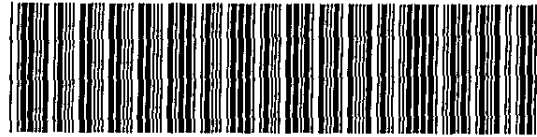
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900048780559

**EFFECTIVE DATE**  
04-21-05

03/28/05--01057--016 \*\*87.50

FILED  
STATE  
DIVISION OF REGISTRATIONS  
05 APR 13 PM 3:11

W05-16693

B. McKnight APR 01 2005

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: BISCON INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00	\$78.75	\$78.75	\$87.50
Filing Fee	Filing Fee & Certificate of Status	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate of Status

**ADDITIONAL COPY REQUIRED**

FROM: Gerald King  
Name (Printed or typed)

500 Caraway Court  
Address

Jacksonville, FL 32259  
City, State & Zip

904 230-1440  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 1, 2005

GERALD KING  
500 CARAWAY COURT  
JACKSONVILLE, FL 32259

SUBJECT: BISCON  
Ref. Number: W05000016693

We have received your document for BISCON and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The effective date must be stated with in the articles.,

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) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 805A00022405

## ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### ARTICLE I NAME

The name of the corporation will be

**BISCON INC.**

### ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

500 Caraway Court  
Jacksonville, FL 32259-4494

EFFECTIVE DATE  
04-21-05

### ARTICLE III PURPOSE

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporation may be incorporated including but not limited to:

- (a) To supply programming services to clients, industries, and other programming services.
- (b) To engage in wholesale or retail marketing services.
- (c) To engage in turn key businesses and other related services.
- (d) To engage in buying, selling, repairing and renting real property.
- (e) To purchase, lease, exchange, take, borrow, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease, hypothecate, distribute or otherwise deal with and dispose of, property, whether real, personal or mixed of every kind, character and description whatsoever and wheresoever situated, or any interest therein.
- (f) To borrow or raise money, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality of obligation or indebtedness; and to secure the payment and full performance of such by mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (g) To do everything necessary, proper, advisable, suitable or convenient for the accomplishment of the objects and purposes specified in this Paragraph, and to do all other things incidental therein, connected therewith, conducive thereto, or expedient therefor.

05 APR 13 PM 3:11

1110  
SECRETARY STATE  
DIVISION OF CORPORATIONS

#### **ARTICLE IV     SHARES**

The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1000) SHARES. These shares are to have a par value of ONE DOLLAR (\$1.00).

##### **RESTRICTIONS OF STOCK**

All issued shares of stock of this corporation of all classes shall be subject to one following restrictions on transfers:

(a) For purposes of this Paragraph:

(i) A shareholder desiring to sell or otherwise transfer give or assign his or her stock in this corporation, in whole or in part, shall be referred to as the "offeror".

(ii) A none-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree"; and

(iii) The shareholder, individually and collectively, of this corporation, other than the shareholder-offeror, shall be referred to as the "optionee(s)".

(b) any shareholder in this corporation may, without restriction or limitation, sell, or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder(s) in this corporation.

(c) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide offeree other than a then shareholder, the following procedures shall be followed:

(i) The offeror shall furnish and deliver to the corporation and to the optionee(s), at each of their last known business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and conditions of the offer under which said sale or other transfer is to be effectuated.

(ii) The offeror shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the terms and conditions as set forth in the letter of intent described in subparagraph (i) hereinabove.

(iii) The corporation shall be considered as the primary optionee and shall have thirty (30) days from the date of receipt of the letter of intent within which the exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionees, at each of their last known business addresses. Upon the failure of the corporation to exercise its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all the optionees elect to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the corporation. If all optionees do not elect to purchase their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall each be entitled to purchase such proportionate share of the offeror's stock as the percentage of his or her respective stock interest in the corporation bears to the total percentage of all stock interests in the corporation held by all of the optionees desiring to purchase the offeror's stock. Notwithstanding the foregoing, the election of the optionees to purchase proportionate shares of the offeror's stock not aggregating the offeror's entire stock shall be of no effect.

(iv) If the corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer, provided, however, that such sale must be consummated within two (2) months following the expiration of the optionee's second option.

(v) Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all of the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Paragraph VI.

(vi) If said sale is not made between selling shareholder and such other purchaser within said two (2) months period after the expiration of said second option, all of the terms, conditions, and restrictions of this Paragraph VI of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to such purchase pursuant to said original offer shall terminate.

**ARTICLE V EFFECTIVE DATE & INITIAL OFFICERS AND/OR DIRECTORS**

Effective Date of Incorporation: April 21<sup>st</sup> 2005

List name(s), address(es) and specific title(s):

Gerald King  
500 Caraway Court  
Jacksonville, FL 32559  
President/Secretary

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Gerald King  
500 Caraway Court  
Jacksonville, FL 32559

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Gerald King  
500 Caraway Court  
Jacksonville, FL 32559

05 APR 13 PM 3:11  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

Gerald W. King 4-8-05  
Signature/Registered Agent Date

Gerald W. King 4-8-05  
Signature/Incorporator Date