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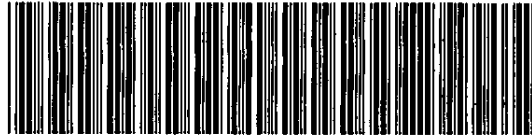
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE JUL 16 2007



*Attorneys at Law*

# ERACLIDES, JOHNS, HALL, GELMAN, JOHANNESSEN & KEMPNER, L.L.P.

*Reply to Jacksonville:* 4811 ATLANTIC BOULEVARD • JACKSONVILLE, FL 32207 • PHONE: (904) 306-9955 • FAX: (904) 306-9951

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Mary Frances Nelson  
Dana E. Olesky  
Michael D. Quiggins  
Bram L. Scharf  
Matt Thompson  
D. Edward Williamson, Jr.

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+Also admitted in New Jersey  
†Also admitted in Georgia  
‡Also admitted in District of Columbia  
§Also admitted in Maryland  
ΔAlso admitted in New York  
ΦAlso admitted in Connecticut  
¶Of Counsel  
‡Former Judge Claims of Compensation

FT. MYERS  
2080 McGregor Blvd., Ste 100  
Ft. Myers, Florida 33901  
Phone: (239) 226-1660  
Fax: (239) 226-1661

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Aventura, Florida 33180  
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Fax: (305) 466-4404

ORLANDO  
1900 Summit Tower Blvd., Ste. 440  
Orlando, Florida 32810  
Phone: (407) 660-0333  
Fax: (407) 660-0444

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Pensacola, Florida 32502  
Phone: (850) 434-7522  
Fax: (850) 437-9700

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Sarasota, Florida 34239  
Phone: (941) 955-0333  
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TALLAHASSEE  
660 E. Jefferson Street  
Tallahassee, Florida 32301  
Phone: (850) 222-6406  
Fax: (850) 222-6408

TAMPA  
4320 W. Kennedy Boulevard  
Tampa, Florida 33609  
Phone: (813) 222-8880  
Fax: (813) 222-8881

June 29, 2007

**Via Overnight Mail**  
(805) 245-6052

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Incorporation of J and J's, Inc.,  
a Florida Corporation

Dear Sir or Madam:

Enclosed for filing are an original and one copy of Articles of Incorporation of J and J's, Inc., a Florida corporation. Also enclosed is our firm's check for \$78.75 to cover the following fees:

Filing Fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
<b>Total Fees</b>	<b>\$ 78.75</b>

Please file the original Articles of Incorporation and forward a certified copy to our office.

Very truly yours.

R. Joseph Dill

RJD/bwc  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 3, 2007

R. JOSEPH DILL  
4811 ATLANTIC BLVD  
JACKSONVILLE, FL 32207

SUBJECT: J AND J'S, INC.  
Ref. Number: W07000031465

We have received your document for J AND J'S, INC. and your check(s) totaling \$78.75. 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) 245-6933.

Dale White  
Document Specialist  
New Filing Section

Letter Number: 907A00042918

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FYAP ENTERPRISES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

**Name and Place of Business**

Section 1.1 Name and Place of Business. The name of this corporation is FYAP Enterprises, Inc., with its principal place of business at 1803 N. Main Street, Jacksonville, FL 32206.

**ARTICLE II**

**Duration**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**Purposes**

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

## **ARTICLE IV**

### **Capital Stock**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$0.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

## **ARTICLE V**

### **Initial Registered Office and Agent**

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 4811 Atlantic Boulevard, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is R. Joseph Dill.

## **ARTICLE VI**

### **Directors**

Section 6.1 Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Fred Yassen	7651 Gate Parkway, Apt. 301 Jacksonville, FL 32256-2899
Janet L. Foster	7651 Gate Parkway, Apt. 301 Jacksonville, FL 32256-2899
Andy Parrish	1803 N. Main Street Jacksonville, FL 32206

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

## **ARTICLE VII**

### **Bylaws**

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

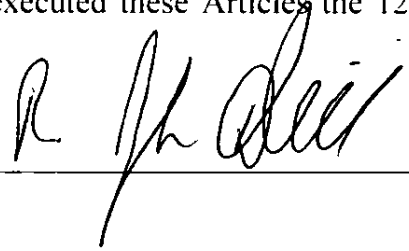
## **ARTICLE VIII**

### **Incorporation**

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

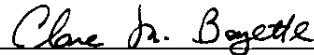
<u>Name</u>	<u>Address</u>
R. Joseph Dill	4811 Atlantic Boulevard Jacksonville, FL 32207

IN WITNESS WHEREOF, the incorporator has executed these Articles the 12<sup>th</sup> day of July, 2007.



STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 2007, by R. Joseph Dill, who is personally known to me and who did not take an oath.




Print: CLARE M. BOYETTE

Notary Public, State and County Aforesaid

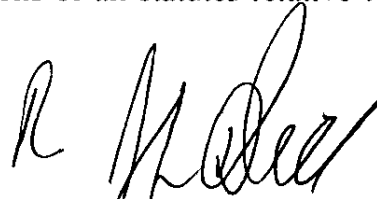
Commission No.

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA  
 Clare M. Boyette  
Commission # DD450976  
Expires: SEP 01, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

## ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.



Dated: July 12, 2007

**FILED**  
2007 JUL 13 A 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA