

P95000002660

Brenner Financial Enterprises, Inc.

16115 Southwest 117th Avenue, Suite A-23

Miami, Florida 33177

(305) 859-4252

Fax: 378-4578

January 5, 1995

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-01/10/95--01013--011
****131.25 ****131.25

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

Re: J & B Financial Corporation

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for J & B Financial Corporation. A second copy is enclosed for acknowledgement purposes.

A check in the amount of \$131.25, payable to the Secretary of State, is also enclosed to cover the filing fees, certified copy, and a certificate of status.

Should there be any questions or anything further is needed, please contact the undersigned.

Sincerely,

Richard L. Brenner

Richard L. Brenner

RLB:me
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -9 AM 11:00

KAN 1-11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN -9 AM 11:00

ARTICLES OF INCORPORATION
OF
J & B FINANCIAL CORPORATION

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

ARTICLE I - NAME

The name of the corporation is J & B FINANCIAL CORPORATION

ARTICLE II - DURATION

The corporation is to commence its corporate existence on the date of acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter unless dissolved sooner according to law.

ARTICLE III - NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time 7,500 shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The initial shareholders of the corporation are:

<u>NAME</u>	<u>SHARES</u>
Margaret A. Jordan	800
Richard L. Brenner	200

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under, the direction of the Board of Directors.

Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation by vote of the shareholders, but in no case shall the number of directors be less than two (2) nor more than nine (9).

The names and street addresses of the initial members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Margaret A. Jordan	16115 S. W. 117th Avenue Suite A-23 Miami, Florida 33177
Richard L. Brenner	16115 S. W. 117th Avenue Suite A-23 Miami, Florida 33177

ARTICLE VI - INITIAL OFFICERS

The names of the Officers constituting the initial Officers of the Corporation, who shall serve in this capacity until the next annual meeting of the Board of Directors or until their successors shall have been elected, are:

<u>NAME</u>	<u>POSITION</u>
Margaret A. Jordan	President & Chief Executive Officer
Richard L. Brenner	Vice President & Secretary
Lawrence V. Jordan	Treasurer & Chief Financial Officer

The business address of the officers is currently 16115 S. W. 117th Avenue, Suite A-23, Miami, Florida 33177.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The initial registered office and principal office of the corporation shall be 16115 S. W. 117th Avenue, Suite A-23, Miami, Dade County, Florida 33177, and the initial Registered Agent of the corporation is Richard L. Brenner, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for process of service.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

NAME
Margaret A. Jordan

ADDRESS
16115 S. W. 117th Avenue
Suite A-23
Miami, Florida 33177

IN WITNESS WHEREOF, the undersigned, as Incorporator, does hereby execute these Articles of Incorporation this 4th day of January, 1995.

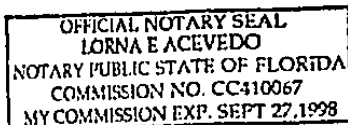

Margaret A. Jordan

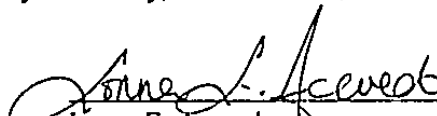
STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME personally appeared, Margaret A. Jordan, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation of J & B Financial Corporation and acknowledged before me that she executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and seal this 4th day of January, 1995 at Miami, Florida.

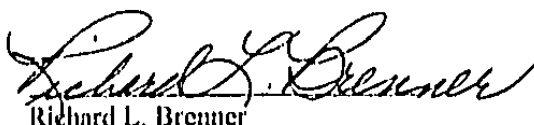
My Commission Expires:




Lorna E. Acevedo
NOTARY PUBLIC
STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for J & B FINANCIAL CORPORATION, at the place designated in the Articles of Incorporation, Richard L. Brenner agrees to act in that capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open such office.


Richard L. Brenner

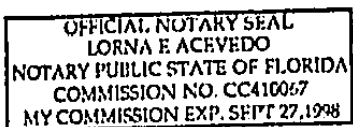
Date: January 4, 1994

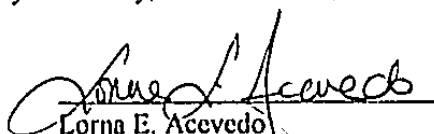
STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME personally appeared, Richard L. Brenner, known to me personally and known by me to be the person who executed the foregoing; Acceptance of Registered Agent and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and seal this 4th day of January, 1995 at Miami, Florida.

My Commission Expires:




Lorna E. Acevedo
NOTARY PUBLIC
STATE OF FLORIDA

P95000002660

J & B Financial Corporation

16155 S.W. 117th Avenue, Suite B-6

Miami, Florida 33177

(305) 238-1321

March 14, 1997

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

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-03/19/97--01060--009

*****35.00 *****35.00

Re: Dissolution of J & B Financial Corporation
F.E.I. Number 65-0546185
Document Number P95000002660

Enclosed are Articles of Dissolution for J & B Financial Corporation, pursuant to Section 607.1403, Florida Statutes, along with a check for the fee of \$35.00, payable to the Department of State.

The undersigned may be contacted at the address and telephone number set forth above on the letterhead should there be any questions or if any further documentation is deemed necessary.

Sincerely,



Richard L. Brenner
Vice President/Registered Agent

97 MAR 19 PM 1:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Validis

TLA MAR 20 1997

ARTICLES OF DISSOLUTION

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DWM
97 MAR 19 PM 1:53

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: J & B Financial Corporation

SECOND: The date dissolution was authorized: February 13, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 14th day of March, 19 97.

Signature

Richard L. Brenner

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Richard L. Brenner

(Typed or printed name)

Vice President

(Title)