

# P95000008727

LAW OFFICES

## FARISH, FARISH & ROMANI

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JOS. D. FARISH (1892 - 1977)  
JOS. D. FARISH, JR.  
ROBERT V. ROMANI  
S. EMORY ROGERS  
PETER M. BASSALINE  
KEITH R. TAYLOR

REN P. REELNER  
LEGAL ASSISTANT

January 25, 1995

\* BOARD CERTIFIED CIVIL TRIAL LAWYER

Florida Department of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, Florida 32399

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-01/31/95--01004--004  
\*\*\*122.50 \*\*\*122.50

RE: CERES TRADING GROUP, INC.

Gentlemen/Ladies:

Enclosed please find the proposed Articles of Incorporation of **CERES TRADING GROUP, INC.**, the signed Acceptance of Registered Agent, a copy of the Articles to be conformed and our check in the amount of \$122.50, representing the following:

Filing Fee	\$52.50
Certified Copy	35.00
Registered Agent Fee	<u>35.00</u>


TOTAL: \$122.50

Please record these Articles as soon as possible and return a conformed copy to my attention in the enclosed, self-addressed, stamped envelope.

Your prompt attention to this matter will be greatly appreciated.

Yours truly,

FARISH, FARISH & ROMANI

  
S. Emory Rogers

SER/dja

Enclosures

c.c. Warren S. Scott, President

*2/02/95*  
*P95-8727*

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**ARTICLES OF INCORPORATION**

**OF**

**CERES TRADING GROUP, INC.**

The undersigned subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

**CERES TRADING GROUP, INC.**

and its principal office for conduct of business is: **2655 N. Ocean Drive, 4th Floor, Singer Island, Florida 33404.** The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE II**

The general nature of the business to be conducted by this corporation is to engage in any activities or business permitted under the laws of the United States and Florida or in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **Seven Thousand Five Hundred (7,500) Shares** of Common Stock at One Dollar (\$1.00) par value per share. Said capital stock shall be fully paid and nonassessable, which shall be equal and uniform in all respects but subject to all restrictions and conditions of the by-laws of the

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TALLAHASSEE, FLORIDA

corporation pertaining hereto, and shall be payable in lawful money of the United States, or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

#### ARTICLE IV

The transferability of any of the shares of stock in this corporation may be restricted by any shareholders' agreement entered into by all of the holders of any shares of the stock of this corporation, at the time the stockholders agreement is executed.

#### ARTICLE V

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owed at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders and stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

#### ARTICLE VI

The term of the corporation's existence shall commence upon filing with the Secretary of State, and be perpetual. The business of the corporation shall be conducted, carried on, and managed by the

officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the by-laws of this corporation within the limitations prescribed by law. The officers of this corporation shall be a President, Vice President, Secretary, Treasurer and any other office the Board of Directors may deem expedient. Any two or more offices may be held by the same person.

#### ARTICLE VII

The names and addresses of the Directors constituting the initial Board of Directors is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Warren Scott Parker	2655 N. Ocean Drive 4th Floor Singer Island, FL 33404	President, Director
Robert E. Parker, Jr.	Same	Vice President, Director
Kevin T. Johnson	Same	Secretary/Treasurer, Director

#### ARTICLE VIII

The name and street address of the corporation's initial registered agent is: S. Emory Rogers, Esquire, Farish, Farish & Romani, Denco Bldg. - 316 Banyan Boulevard, P. O. Box 4118, West Palm Beach, Florida 33402.

#### ARTICLE IX

The names and addresses of the Incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Scott Parker	2655 N. Ocean Drive 4th Floor Singer Island, Florida 33404

Robert E. Parker, Jr.

2655 N. Ocean Drive  
4th Floor  
Singer Island, Florida 33404

Kevin T. Johnson

Same

#### ARTICLE X

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firms or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or herself or any other firm, association or corporation in which he or she may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he or she is also a director of such subsidiary or controlled company.

#### ARTICLE XI

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statute and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS my hand and seal this 25<sup>th</sup> day of January 1995.

[Signature]  
SCOTT PARKER, INCORPORATOR

[Signature]  
ROBERT E. PARKER, JR.,  
INCORPORATOR

[Signature]  
KEVIN T. JOHNSON, INCORPORATOR

STATE OF FLORIDA     )  
                              ) s.s.  
COUNTY OF PALM BEACH)

SWORN TO and subscribed before me this 25<sup>th</sup> day of January  
1995, by SCOTT PARKER, ROBERT E. PARKER, JR., and KEVIN T. JOHNSON,  
who signed the foregoing and are:

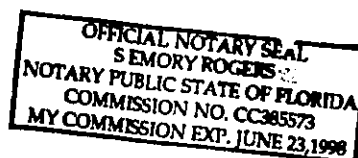
\_\_\_\_\_ personally known to me, or

X have produced Fla. Drivers License as identification.

[Signature]  
Notary Public, State of Florida

S. EMORY ROGERS  
Notary's printed name

My Commission expires:



FILED  
MAR 30 1935  
TALLAHASSEE, FLA.

**CERTIFICATION OF ACCEPTANCE BY**  
**REGISTERED AGENT**

I, **S. Emory Rogers, Esquire**, of **Farish, Farish & Romani**, hereby accepts the appointment and designation as Registered Agent for **CERES TRADING GROUP, INC.**, a Florida corporation.

*S. Emory Rogers*  
S. Emory Rogers

STATE OF FLORIDA )  
 ) s. s.  
COUNTY OF PALM BEACH)

SWORN TO and subscribed before me this 25th day of January 1995, by S. Emory Rogers, who signed the foregoing and is:

  x   personally known to me, or

\_\_\_\_\_ has produced \_\_\_\_\_, as identification.

Dorothy J. Almy  
Notary Public, State of Florida

DOROTHY J. ALMY  
Notary's printed name

My commission expires:

