

P9500010826

February 02, 1995

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

✓✓  
100001398034  
-02/06/95--01036--010  
\*\*\*\*122.50 \*\*\*\*122.50

Am submitting for your approval Articles of Corporation on  
J.P. Distributors, Incorporated.

Enclosed are (2) two copies of which we are requesting  
one to be sent back to us certified.

100001398034  
-02/06/95--01036--010  
\*\*\*\*122.50 \*\*\*\*122.50

The check number 225 for \$122.50 is to cover filing,  
registered agent designation and certified articles copy.

Any questions you may have can be directed to Angelia Scott at  
(813) 249-0680 Tampa, Florida. Thank you.

Sincerely,

Angelia Scott  
Angelia Scott

FILED  
1995 FEB -6 AM 7:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED FEB 9 1995



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 15, 1994

ANGELIA SCOTT  
7714 BRETTONWOOD DR.  
TAMPA, FL 33615

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1995 FEB -6 AM 7:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name J.P. DISTRIBUTORS, INCORPORATED has been reserved for 120 days beginning November 15, 1994. The reservation number is R94000005440 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Janice Love-Washington

Letter number: 594A00049635

ARTICLES OF INCORPORATION  
OF  
J.P. DISTRIBUTORS, INCORPORATED

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1995 FEB -6 AM 1:52  
TALLAHASSEE  
SECRETARY OF STATE

The undersigned does hereby, on behalf of himself and assigns, form a corporation under the provisions of Chapter 607, Florida Statutes, and does hereby accept all the right, privileges, benefits and obligations conferred and imposed by said Statute, and does hereby adopt the following Articles of Incorporation as the Charter of the corporation hereby organize.

ARTICLE I

The name of the corporation shall be:

J.P. DISTRIBUTORS, INCORPORATED

ARTICLE II

The general nature of the business or purposes to be conducted or promoted by the corporation are to own, use, buy, sell, lease, hire, and deal in and with articles and property of all kinds and to render services of all kinds and to engage in any lawful act or activity which corporations may be organized under the general corporate law of the State of Florida; except that the corporation is not to conduct a bank, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, co-operative association, fraternal benefits society, state fair or exposition.

The corporation shall have power:

(a) To act as broker, agent or factor for any person, firm or corporation.

(b) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, lease, exchange or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interstate therein.

(c) To borrow or raise money for any of the purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure payment thereof and any interest therein by mortgage, pledge, conveyance or other assignment in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(d) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm corporation, association or syndicate, or any private, public or municipal body politic existing under any government of the United States or of any state, territory, colony, or dependency thereof or foreign government, so far as to the extent that the same may be done or performed pursuant to law.

(e) In general, to do any and all things and acts herein set forth to the same extent as natural persons could do and in any part of the world, as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any corporation, association, partnership, firm, trustee, syndicate, entity or individual; to establish one or more office, both within the State of Florida and in any part or parts of the world, at which meetings of directors may be held and all or any part of the corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions, in the United States of America and in any foreign countries.

(f) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

The corporation shall have, in addition to the foregoing powers, all powers granted by the laws of the State of Florida to corporations of the character of this corporation, and the enumeration of the foregoing powers shall not be construed as a limitation upon any powers granted by the laws of Florida.

### ARTICLE III

The amount of capital authorized shall consist of five thousand (5,000) shares of common stock of the par value of One Dollar (\$1.00) each, which

said stock shall be paid for in cash, or in property, labor or services, at a just valuation fixed by the Directors at a meeting called for such purposes. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

#### ARTICLE IV

The amount of capital with which the corporation will begin business is the sum of Five Hundred Dollars (\$500.00)

#### ARTICLE V

The corporation shall have perpetual existence.

#### ARTICLE VI PRINCIPAL OFFICE

The street address of the registered office of the corporation shall be 7714 Brettonwood Drive; Tampa, Florida 33615, or at such place as may from time to time be fixed by the Board of Directors.

#### ARTICLE VII

The number of Directors of the corporation shall be not less than one (1) nor more than seven (7) and shall be one (1) until such time as the number of Directors may be increased or decreased by action taken in accordance with the By-Laws of the corporation.

#### ARTICLE VIII

The name and street address of the member of the first Board of Directors and of the first officer, who, unless otherwise provided by the By-Laws, shall hold office for the first year of the corporation or until his

successors are elected or appointed and have qualified, is:

BOARD OF DIRECTORS

OFFICERS

President	Angelia Scott	7714 Brettonwood Dr.; Tampa, Fl. 33615
Vice-President	Justine Perko	7714 Brettonwood Dr.; Tampa, Fl. 33615
Sec./ Tres.	Ronald Perko	7714 Brettonwood Dr.; Tampa, Fl. 33615

ARTICLE IX

The name and street address of the subscribes to these Articles of Incorporation and the number of shares of stock which he agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>	<u>Price to be Paid</u>
Angelia Scott	7714 Brettonwood Dr. Tampa, Fl. 33615	500	\$500.00

ARTICLE X

Pursuant to Florida Statutes 607.034, the corporation names Angelia Scott , 7714 Brettonwood Dr.; Tampa, Florida 33615 as registered agent to accept service of process within this state.

ARTICLE XI

For the regulation of the business and for the conduct of the affairs of the corporation, and to create, divide, limit and regulate the powers of the corporation, the Directors and the stockholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the corporation, except as the stockholders may

otherwise from time to time provide or direct, to fix the consideration for which shares of stock of the corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) Meetings of the incorporator, of the stockholders and of the directors of the corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the corporation and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the corporation or shares of its own capital stock, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient, but any shares of such capital stock so purchased or acquired may be resold unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the corporation's capital stock.

(e) The Board of Directors may designate from their number an executive committee, which shall, for the time being, in the intervals between meetings of the Board and to the extent provided by the By-Laws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the corporation.



(f) Any one or more or all of the directors may be removed, either with or without cause, at any time, by the vote of the stockholders holding a majority of the stock entitled to vote of the corporation, at any special meeting, and thereupon the term of each director or directors who shall have been so removed shall forthwith terminate, and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided in the By-Laws.

(g) Any officer of the corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

(h) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors or officers of this corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the directors or officers of the corporation are personally interested therein. Any director or directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or interested in, such contract, act or transaction or in any way connected with such person or persons, firm, association or

corporation, and each and every person who may become a director or officer of this corporation is hereby relived, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm, association or corporation in which he may in anywise be interested.

(i) Subject also to By-Laws made by the stockholders, the Board of Directors may make By-Laws, but any By-Laws made by the Board of Directors may be altered or repealed by the stockholders.

IN WITNESS WHEREOF, the above-named incorporator has  
hereunto subscribed his name this

2<sup>nd</sup> Day of February 1995

STATE OF FLORIDA       )  
                                  )  
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared this day,  
Ronald PERLO who, to me well known and well known to  
me to be the person described in and who subscribed his name to the  
foregoing Articles of Incorporation and he severally acknowledged before  
me that he executed said Articles of Incorporation for the uses and  
purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida, this

Angelia Scott  
NOTARY PUBLIC, State of Florida  
at Large  
My Commission Expires: NOV 22, 1996

ANGELIA SCOTT  
Notary Public, State of Florida  
Comm. expires Nov. 22, 1996  
Comm. No. CC 242859

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

IN COMPLIANCE WITH SECTION 43.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST—THAT J.P. Distributors, Inc. DESIRING TO ORGANIZE  
(NAME OF CORPORATION)  
OR QUALIFY UNDER THE LAWS OF THE STATE OR FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT CITY OF Tampa, STATE OF Florida,  
(CITY) (STATE)  
HAS NAMED Angelia Scott, LOCATED AT  
(NAME OF RESIDENT AGENT)  
7714 Brettonwood Dr., CITY OF Tampa,  
(STREET ADDRESS AND NUMBER OF BUILDING) (CITY)  
POST OFFICE BOX ADDRESSES ARE NOT  
ACCEPTABLE)

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]  
(CORPORATE OFFICER)  
TITLE Sec. 1. Inc.  
DATE February 02, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREDY 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.

SIGNATURE Angelia Scott  
(RESIDENT AGENT)  
DATE 2/02/95

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SECRETARY OF THE  
TALLAHASSEE COUNTY