FREDERICK D. GOMER & ASSOCIATES, INC

ACCOUNTING & INCOME TAX SERVICE

Nob Hill Plaza 10025 Sunset Stilp Sundse, Florido 33322 (005) 748-9005 Fax Only (305) 748-9022 All Other Areas (800) 435-5321

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Masch 13, 1995

Division of Corporations P.O.Box 6327 Tallahassoe, Florida 32314

Gentleman:

Enclosed please find the corporation papers for

Please process these papers and return them to Frederick B Gomer & Associaties, Inc at 10025 Sunset Strip. Sunrise, Florida 33322.

Thank you for your cooperation in this matter

Very truly yours

Frederick B Gomer & Associaties, Inc.

3/21/95 Ar Mr. Doner, add suffix.

CERTIFICATE OF INCORPORATION

OF

BACKYARDS-R-US, INC.

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges, and immunities hereinafter mentioned, and we hereby make, subscribe, acknowledge with this Certificate of Incorporation with the Secretary of State of Florida; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation shall be:

BACKYARDS-R-US, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

- To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate or every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiation loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligation or securities of any government or authority, individual or corporation.
- c) To carry on business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of same. To enter into or engage in any such business, trade or enterprise.
- d) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which

require the use and services of a sales and commissions agency and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incident to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

- e) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.
- f) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this corporation shall be divided into 500 shares of stock, \$ 1.00 par value . All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting

called for that purpose; property, labor or services may be purchased or paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

ARTICLE VIII

The number of directors of this corporation shall not be less than one (1) nor more than nine (9).

ARTICLE IX

The names and post office addresses of the President, Vice

President, Secretary/Treasurer and directors who shall hold office until their successors are elected or appointed or have qualified are:

President and director:

JOSEPH RANDAZZO 6890 SW 57TH STREET DAVIE, FLORIDA 33314

Secretary/Treasurer and director;

STEVE FULLER
4875 SW 57th TERRACE
DAVIE,FLORIDA 33314
ARTICLE X

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are;

JOSEPH RANDAZZO 6890 SW 57th STREET DAVIE,FLORIDA 33314

STEVE FULLER 4875 sw 57th TERRACE DAVIE, FLORIDA 33314 250 shares

250 SHARES

all of the proceeds of which will amount to at least Five Hundred Dollars (\$500.00).

| IN WITHESS WHEREOF, we have becounte set our hands and seals |
|---|
| and acknowledged the foregoing Certificate of Incorporation to be |
| filed in the office of the Secretary of State of Florida this |
| 13 day of MARCH , 1995. |
| Stur Fold (SEAL) (SEAL) |
| STATE OF FLORIDA) |
|) 88. |
| COUNTY OF Broward) |
| BEFORE ME, the undersigned authority, duly authorized to |
| administer oaths and take acknowledgments, personally appeared |
| Joseph A. Randazzo, Steve Fuller, and each severally |
| acknowledged before me that he/she signed the foregoing Certificate |
| of Incorporation for the purpose therein expressed. |
| WITNESS my hand and official seal at, said |
| county and state, this 13 day of Maich, 1997. |
| My commission Face of Florida COMMISSION NO. CC258720 MY COMMISSION EXP. FEB. 10,1997 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MY BE SERVED |
| In pursuance of Chapter 48.091, Florida Statutes, the |
| following is submitted, in compliance with said Act: |
| First - that BACKYARDS-R-US, INC. desiring to |

B

| organiz | to under the laws of the State of Florida, with its princ | ipal |
|---------|---|----------|
| office, | , as indicated in the Articles of Incorporation, at the | city |
| of | DAVIE , County of BROWARD | <i>,</i> |
| State o | of Florida, has named <u>STEVE FULLER</u> | |
| a/o | 4875 SW 57th TERRACE, DAVIE, FLORIDA 33314 , as its agent to accept service of process within | thio |
| state. | | |

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Registered Agent

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| . Re | questor's Name | |
|-------------------|------------------------------|--|
| INC. | S.W. 57th TERRACE | つていたいでは、1 7名・1 6451円 -02/22/3601030004 |
| CORPO | E, FLORIDA 33314 | NUMBER(S), (if known): |
| 1(Con | oration Name) | (Document #) |
| 2. (Corp | poration Name) | (Document #) |
| 3. <u>(Con</u> | poration Name) | (Document #) (Document #) |
| 4. <u>(Con</u> | xiration Name) | (Document #) |
| □ Walk in [| Pick up time | Certified Copy |
| Mail out | Will wait Photoco | |
| NEW PILINGS | AMENDMENTS | diversity of the control of the cont |
| Profit | Amendment | |
| NonProfit | Resignation of R.A., Officer | / Director |
| Limited Liability | Change of Registered Agent | |
| Domestication | Di solution/Withdrawal | |
| Other | Merger | , |
| OTHER FILINGS | REGISTRATION/ | N/C |
| Annual Report | Foreign | VS FEB 2 6 1996 |
| Fictitious Name | Limited Partnership | \dashv |
| Name Reservation | Reinstatement | \dashv |
| | Trademark | 7 |
| | Other | 7 |

Examiner's Initials

CR2E031(1/95)

ARTICLES OF AMENDMENT FOR NAME CHANGE

| 1. The following provisions of the Articles of Incorporation of: BACKYARDS-R-US .INC |
|--|
| a Florida corporation, filled in Tallahassee, Florida on MARCH 20, 1995, be and they hereby are amended in the following particulars: |
| Article I , be and it hereby is amended to read as follows: |
| ARTICLE I NAME |
| The name of the corporation shall be |
| BACKYARDS-&-MORE, INC |
| 2. The foregoing amendment was adopted by the stockholders and Directors of the corporation on the 1 day of JANUARY ,1996. Joseph Randazzo President Name Printed President Signature Preside |
| Before me the undersigned authority, personally appeared Toseph Randazzo , as President of the |
| DYIVERS LICENSE as indentification and who |
| did/did not take an oath and who, after being duly sworn, |
| deposes and says that the statements made in the above |
| Articles of Amendment are true to the best of his/her |
| knowledge and belief. |
| WITNESS my hand and official seal at Davie |
| County of Broward, State of Elovida, this |
| |
| HELENA KASSIS MY COMMISSION & CC411889 EXPIRES No tary Public |

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++++215.00 ****215.00

August 13, 1996

REPLACEMENT FEE 1996

ANNUAL REPORT: BACKYARDS-&-MORE,

INC.

DEBIT MEMO: # 70180-A

CHECK #: 284