

ERIK C. LARSEN, P. A.
ATTORNEY AND COUNSELLOR AT LAW

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WINTER PARK, FLORIDA 32789

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

8000011524111
-04/10/95--01061--003
*****70.00 *****70.00

Re: H & J OF CENTRAL FLORIDA, INC.
Articles of Incorporation

Gentlemen:

We enclose herewith an original and signed copy of the Articles of Incorporation for the captioned corporation and request that you file the same and return the copy stamped with your filing Acknowledgement in the enclosed envelope.

We enclose our check in the amount of \$70.00 to cover the filing fee and designation of Registered Agent.

Sincerely,

Erik C. Larsen

Erik C. Larsen, Esq.

/det
Encl.

OFF 4/7/95

KSR
4/13/95

EFFECTIVE DATE

4/7/95

FILED
05 APR 10 PM 1:53
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
H & J OF CENTRAL FLORIDA, INC.

ARTICLE I. NAME

The name of this corporation is:

H & J OF CENTRAL FLORIDA, INC.

ARTICLE II. PURPOSE

This corporation is organized for the following purposes:

To engage in any or all lawful business for which a corporation may be incorporated under the laws of Florida.

ARTICLE III. POWERS

a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

d. To lend money to, and use its credit to assist its officers and employees in accordance with law.

e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income.

EFFECTIVE DATE

4/7/95

RECORDED
INDEXED
FILED
TALLAHASSEE, FLORIDA
APR 10 1995

g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

k. To make donations for the public welfare or for charitable, scientific or educational purposes.

l. To transact any lawful business that the board of directors shall find will be in aid of governmental policy.

m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

n. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

o. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV. CORPORATE EXISTENCE

This corporation shall commence existence upon signing of these Articles, and shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE

The address of the principal office of the corporation is:

1211 Semoran Blvd., Suite 163
Casselberry, FL 32707

ARTICLE VI. REGISTERED AGENT AND OFFICE

The initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

CHANG HOXON RUEE
1211 Samoran Blvd., Suite 103
CASSELLBERRY, FL 32707

ARTICLE VII. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of Common Stock having a par value of \$.01 per share.

ARTICLE VIII. OFFICERS

The corporation shall have the following offices and officers initially, which may be changed by the Board of Directors or by the shareholders at any duly called and constituted meeting:

President CHANG HOON RHEE

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The name and addresses of the initial directors of this corporation are:

CHANG HOON RHEE
1211 Semoran Blvd., Suite 103
Casselberry, FL 32707

ARTICLE X.
CUMULATIVE VOTING FOR DIRECTORS

Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE XI. PREEMPTIVE RIGHTS

The corporation shall have preemptive rights. Each shareholder of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII.
RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the Bylaws or by agreement of the shareholders.

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

CHANG HOON RHEE
1211 Semoran Blvd., Suite 163
CASSELBERRY, FL 32707

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of April, 1995.

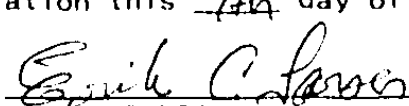


CHANG HOON RHEE

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME personally appeared CHANG HOON RHEE, who is personally known by me or who produced (CA) A5205819 as identification, who executed the foregoing Articles of Incorporation, and who swore to and acknowledged before me that he executed those Articles of Incorporation this 7th day of April, 1995.

My commission expires:



Notary Public



OFFICIAL SEAL
ERIK C. LARSON
COMMISSION EXPIRES
JUNE 29, 1995

ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge that I am familiar with the duties and responsibilities as Registered Agent of H & J OF CENTRAL FLORIDA, INC. and I hereby accept said duties and responsibilities.

REGISTERED AGENT

STANDARD FILE #53
TALLAHASSEE, FLORIDA

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EMK G. LARSEN, P.A.
43 W. Park Ave. 10
New York, N.Y. 10022-2890

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS

<input checked="" type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

000001638150
-01/25/96--01072--010
*****35.00 *****35.00

OTHER FILINGS

<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/
QUALIFICATION

<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

SH 1/30

FILED
SECRETARY OF STATE
CORPORATION DIVISION
JAN 25 7 39:45

Examiner's Initials

ARTICLES OF AMENDMENT
OF
H & J OF CENTRAL FLORIDA, INC.

I, the undersigned President of H & J OF CENTRAL FLORIDA, INC., a Florida corporation, hereby certify that by written action of the directors and approval by unanimous consent of all shareholders entitled to vote, the Articles of Incorporation of the corporation were amended on January 16, 1996, by amending Article VII thereof to read as follows:

ARTICLE VII. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of Class A Common Stock and 1,000 shares of Class B Limited Stock, each of which shares shall have a par value of \$.01 per share. Each outstanding share of Class B Limited Stock shall represent one-tenth of one percent (.10%) of the assets and income of the division of the corporation known as American Travel Group.

IN WITNESS WHEREOF, I have hereunto affixed my official signature on behalf of the corporation on this 16th day of January, 1996.

CHANG HOON RHEE President

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME personally appeared CHANG HOON RHEE, President of H & J OF CENTRAL FLORIDA, INC., a Florida corporation, who is personally known to me, and he acknowledged before me that he executed the foregoing instrument on behalf of the said corporation.

Dated this 16th day of January, 1996.



ERIK C. LARSEN
My Commission CCAR3461
Expires Jun. 29, 1998
Bonded by A/E/1
800-882-5878

Erik C. Larsen
Notary Public