

P9500046025

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED
1995 JUN 14 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400001512674
-06/14/95--01020--016
****910.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
J.B.'S HEALTH PRODUCTS, INC.

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

☐ Walk in ☒ Pick up time 2

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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

AMENDMENTS	
<input 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

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

RECEIVED JUN 14 1995

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
J.B.'S HEALTH PRODUCTS, INC.**

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1995 JUN 14 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is J.B.'S HEALTH PRODUCTS, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 8655 Southwest 58 Street, Cooper City, Florida 33328 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Joyce A. Bender
Vice-President:	James Bender
Secretary:	James Bender
Treasurer:	James Bender



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

James Bender
Joyce A. Bender

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE


These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



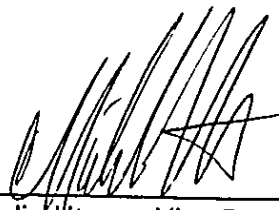
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 13 June 1995.


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Natalia Utrera, Vice President

1995 JUN 14 AM 11:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APTESHC.SUB



P95000046100

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

100001512691
-06/14/95--01020--018
****122.50 ****122.50

OFFICE USE ONLY

FILED
95 JUN 14 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. JAVA CORP., INTERNATIONAL
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

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OTHER FILINGS	
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN JUN 14 1995

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
JAVA CORP., INTERNATIONAL**

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

95 JUN 14 PM 1:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is:

Java Corp., International

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Mailing Address

The initial mailing address of the corporation is c/o Alcides I. Avila, Esq., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE V

Capital Stock

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock each having \$1.00 par value.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 701 Brickell Avenue Suite 3000, Miami, Florida 33131, and the name of the initial registered agent of this corporation is Intrastate Registered Agent Corporation.

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is:

Alcides I. Avila, Esq.
Suite 3000 - 701 Brickell Avenue
Miami, Florida 33131-3209

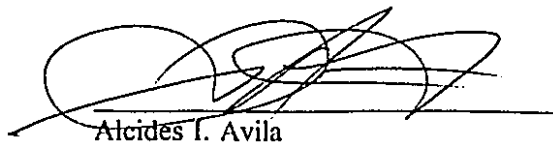
The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the incorporator has executed these Articles on June 13, 1995.

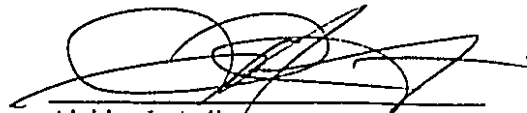


Alcides I. Avila

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Java Corp., International desiring to organize under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Intrastate Registered Agent Corporation, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as its agent to accept service of process within this state.

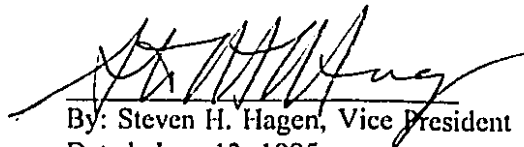


Alcides I. Avila
Incorporator

Dated: June 13, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I 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.

Intrastate Registered Agent Corporation



By: Steven H. Hagen, Vice President
Dated: June 13, 1995

MIA2-299931

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95 JUN 14 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

995000046100

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)
425-5625

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*****87.50 *****87.50

OFFICE USE ONLY

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

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



Walk in



Pick up time

1:00



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Will wait



Photocopy



Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 DEC 19 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 DEC 19 PM 4:10
DIVISION OF CORPORATION

N. HENDRICKS DEC 20 1996

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
JAVA CORP., INTERNATIONAL

FILED
96 DEC 19 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this corporation is JAVA CORP., INTERNATIONAL (the "Corporation").

2. This Amendment made to the Articles of Incorporation of the Corporation was duly adopted by majority vote of the Directors and the shareholders of the Corporation pursuant to § 607.0704 and § 607.0821 of the Florida Business Corporation Act as of November 1, 1996. A majority vote was sufficient for approval.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. Article V of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and the following language is inserted in lieu thereof:

ARTICLE V.

Capital Stock and Directors

The Corporation shall be authorized to issue two classes of common stock, referred to herein as the Series 1 Common Stock and Series 2 Common Stock, respectively. The relative rights and designations of each class of common stock shall be as set forth below:

(a) Series 1 Common Stock.

(1) Number and Par Value. The Corporation shall be authorized to issue up to one million (1,000,000) shares of Series 1 Common Stock. The Series 1 Common Stock shall have a par value of one cent (\$0.01) per share.

(2) Voting Generally. The affirmative vote of a majority of the shares of Series 1 Common Stock present and voting at a meeting of shareholders shall be required in order to approve of any of the following actions by the Corporation: (i) a merger, consolidation or other business combination involving the Corporation; (ii) a sale of substantially all of the assets of the Corporation; (iii) a liquidation, dissolution or other winding up of the Corporation; and (iv) an amendment to the Articles of Incorporation of the Corporation.

(3) Election of Directors. Holders of the Series 1 Common Stock shall have the right to (a) elect five directors to the Corporation's Board of Directors; and (b) cumulate their votes for the election of such directors.

(4) Equal Voting on Other Matters. Except as specified herein, each share of Series 1 Common Stock shall have the right to cast one vote on all matters presented to a vote of the shareholders of the Corporation.

(5) Rights to Corporate Distributions.

(A) With respect to any and all distributions of cash or other property by the Corporation, whether in the form of a dividend, liquidating distribution or otherwise, the Series 1 Common Stock, in the aggregate, shall have the right to receive an amount equal the product of (i) the total amount of such cash or other property distributed by the Corporation, multiplied by (ii) the Series 1 Allocative Share. Each share of Series 1 Common Stock shall have an equal right to share in the amount so allocated to the Series 1 Common Stock.

(B) The Series 1 Allocative Share shall be equal to the greater of (i) the Series 1 Pro Rata Share, or (ii) the Series 1 Minimum Share.

(C) The Series 1 Pro Rata Share shall be equal to a fraction, the numerator of which is the total number of shares of Series 1 Common Stock outstanding on the record date for a particular distribution of cash or other property, and the denominator of which is the total number of shares of both Series 1 and Series 2 Common Stock outstanding on such date.

(D) The Series 1 Minimum Share shall be equal to the product of (i) fifty percent (50%), multiplied by (ii) a fraction, the numerator of which is the total number of shares of Series 1 Common Stock outstanding on the record date for a particular distribution of cash or other property, and the denominator of which is one million (1,000,000).

(6) Convertibility. Each share of Series 1 Common Stock shall be convertible at any time into 5 shares of Series 2 Common Stock.

(b) Series 2 Common Stock.

(1) Number and Par Value. The Corporation shall be authorized to issue up to ten million (10,000,000) shares of Series 2 Common Stock. The Series 2 Common Stock shall have a par value of one cent (\$0.01) per share.

(2) Voting Generally. Each share of Series 2 Common Stock shall have the right to cast one vote on all matters presented to a vote of the shareholders of the Corporation. Except as noted in section (b)(2) below with respect to the Board of Directors, the Series 2 Common Stock shall not have the right to vote separately as a class on issues presented to a vote of the shareholders of the Corporation. All such matters shall be determined by a majority vote of all of the shares of Series 1 and Series 2 Common Stock combined, subject to the rights of holders of the Series 1 Common Stock in section (a) above.

(3) Election of Directors. If less than five hundred thousand (500,000) shares of Series 2 Common Stock are outstanding, the holders thereof shall not have the right to elect any directors to the Corporation's Board of Directors. If five hundred thousand (500,000) or more shares of Series 2 Common Stock are outstanding, the holders thereof shall have the right to elect a total of two (2) directors to the Corporation's Board of Directors. If one million (1,000,000) or more shares of Series 2 Common Stock are outstanding, the holders thereof shall have the right to elect a total of four (4) directors to the Corporation's Board of Directors. The holders of Series 2 Common Stock shall have the right to cumulate their votes for the election of directors for whom they are entitled to vote.

(4) Rights to Corporate Distributions. With respect to any and all distributions of cash or other property by the Corporation, whether in the form of a dividend, liquidating distribution or otherwise, the Series 2 Common Stock, in the aggregate, shall have the right to receive an amount equal the product of (i) the total amount of such cash or other property distributed by the Corporation, multiplied by (ii) the Series 2 Allocative Share. Each share of Series 2 Common Stock shall have an equal right to share in the amount so allocated to the Series 1 Common Stock. The Series 2 Allocative Share shall be equal to the difference of one (1), minus the Series 1 Allocative Share.

IN WITNESS WHEREOF, these Articles of Amendment have been
executed as of November 1, 1996.

JAVA CORP., INTERNATIONAL

By: Boris R. Cordisco
Name: Boris R. Cordisco
Title: Vice President

MIA3-429305