

P95000057212

MOORE, KESSLER & MOORE  
ATTORNEYS AT LAW

JAMES E. MOORE  
SIEGFRIED F. KESSLER  
BERT MOORE

BRET A. MOORE  
BART O. MOORE

102 BAYSHORE DRIVE  
P. O. BOX 746  
NICEVILLE, FLORIDA 32588

(904) 678-1121  
FAX (904) 678-8327

July 19, 1995

EFFECTIVE DATE

7-19-95

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

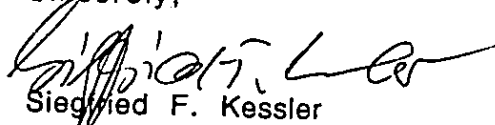
Re: MOTHER LILY'S PHILIPPINE VIDEO AND FOOD MARKET, INC.,

Dear Sir:

Enclosed herewith are the Articles of Incorporation of the above corporation together with our check in the amount of \$122.50 to cover the filing fees. Please return the appropriate documents to this office.

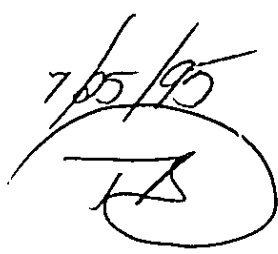
If there are any questions, please do not hesitate to contact this office.  
Thank you for your assistance in this matter.

Sincerely,

  
Siegfried F. Kessler

SFK:lgc

Enclosures

7/25/95  


700001544157  
-07/24/95--01073--018  
\*\*\*\*122.50 \*\*\*\*122.50

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JUL 24 1995  
9:17

**ARTICLES OF INCORPORATION  
OF**

**MOTHER LILY'S PHILIPPINE VIDEO AND FOOD MARKET, INC.,**

EFFECTIVE DATE  
7/19/95

SECRET  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 10/1/95 BY 1016

**ARTICLE I - NAME**

The name of this corporation is **MOTHER LILY'S PHILIPPINE VIDEO AND FOOD MARKET, INC.,**

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing on the date of signing of the Articles of Incorporation.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose to engage in all business as permitted under the laws of the State of Florida and the United States of America .

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VI - STOCKHOLDER AND CORPORATION OPTION TO PURCHASE STOCK**

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the stockholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

## **ARTICLE VII - INITIAL PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of this corporation is 135 N. John Sims Parkway, Valpariso, Florida 32580.

## **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 58 County Club Road, Shalimar, Florida 32579 and the name of the initial registered agent of this corporation at this address is SIEGFRIED F. KESSLER

## **ARTICLE XI - INITIAL BOARD OF DIRECTORS**

This corporation shall have (1) director initially. The number of directors may be either increased or diminished from time to time by the

by-laws but shall never be less than one. The name and address of the initial directors and officers of this corporation are:

President / Treasurer / Director/Secretary

Carmelia H. Jackson  
101 Old Ferry Road, Apt 35-D  
Shalimar, Florida 32579

#### **ARTICLE X - INCORPORATORS**

The name and address of the person signing these articles is:

SIEGFRIED F. KESSLER  
58 County Club Road  
Shalimar, Florida 32579

#### **ARTICLE XI - BY-LAWS**

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

#### **ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

#### **ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 10<sup>th</sup> day of July, 1995.

  
SIEGFRIED F. KESSLER

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Sworn to and subscribed before me this \_\_\_\_\_ day of July, 1995.

\_\_\_\_\_  
(Print, type or stamp commissioned  
name of notary public)

Personally known: \_\_\_\_\_ or produced Identification: \_\_\_\_\_. Type of Identification  
produced: \_\_\_\_\_

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

First-That **MOTHER LILY'S PHILIPPINE VIDEO AND FOOD MARKET,  
INC.**, desiring to organize under the laws of the State of Florida with its principal  
office in the city of Shalimar, Florida, has named **SIEGFRIED F. KESSLER**, located at  
58 County Club Road, Shalimar, Florida 32579, as its agent to accept service of  
process within this state.

**ACKNOWLEDGMENT:**

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

Dated this \_\_\_\_\_ day of July, 1995.

By: *Siegfried F. Kessler*  
**SIEGFRIED F. KESSLER**  
Resident Agent

# P95000057212

Mother Lily's Phil. Video  
Food  
135 N. John Sims Pkwy.  
Valparaiso FL 32580

FILED  
96 JUL 10 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER  
600001890086  
-07/11/96--01001--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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 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

Voidis

RECEIVED  
96 JUN 21 PM 1:58  
DIVISION OF CORPORATIONS

VS. JUL 17 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 26, 1996

MOTHER LILY'S PHILIPPINE VIDEO FOOD MKT.  
135 N. JOHN SIMS PKWY.  
VALPARAISO, FL 32580

SUBJECT: MOTHER LILY'S PHILIPPINE VIDEO AND FOOD MARKET, INC.  
Ref. Number: P95000057212

We have received your document for MOTHER LILY'S PHILIPPINE VIDEO AND FOOD MARKET, INC.. However, the document has not been filed and is being returned for the following:

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

The document should be signed by: (1) the chairman or any vice chairman of the board of directors, president or any other officer. (2) if directors have not been selected, by an incorporator.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 696A00031727

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FILED  
96 JUL 10 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is Mother Lily's  
Philippine Video AND FOOD MARKET, INC.

SECOND: The articles of incorporation were filed on: 24 July 1995

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 6 day of JUNE, 19 96

Signature Carmelita H. Jackson  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Carmelita H. JACKSON  
(Typed or printed name)

~~OWNER~~ PRESIDENT  
(Title)