

P95000062579

J & B L. A. S. CO
2221 Springs Landing Blvd.
Longwood, Florida 32779

000001552470
-03/03/95--01013--017
*****70.00 *****70.00

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 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

Handwritten: 495-15677
489-634,671,706

Handwritten: 1007 8-2-95

FILED
95 AUG 14 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 3, 1995

JOEY DIFRANCESCO
2221 SPRING LANDING BLVD
LONGWOOD, FL 32779

SUBJECT: J & B DIFRANCESCO, INC.
Ref. Number: W95000015677

We have received your document for J & B DIFRANCESCO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 495A00036609

ARTICLES OF THE INCORPORATION
OF
J&B DIFRANCESCO, INC.

FILED
95 AUG 14 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and they hereby agree and certify as follows:

ARTICLE I

NAME

The name of this corporation shall be **J&B DIFRANCESCO, INC.** (the "Corporation").

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the filing date and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be to produce television and film productions and the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (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 security interests 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.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and things capable of being manufactured, produced or traded in by virtue of or in being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests 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.

(g) To aid in any manner any corporation, stock company association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are for the preservation, protection of improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rate of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) 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.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) 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.

(q) 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, officer, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized: Par Value.

This Corporation shall be authorized to issue 7,500 shares of common stock, having a par value of \$.01 per share, which shall be designated "Common Stock".

2. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meeting of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

ARTICLE V

PRINCIPLE OFFICE ADDRESS AND REGISTERED AGENT

The principle office address of this Corporation shall be located at **2221 Springs Landing Blvd., Longwood, FL 32779** and the initial registered agent of the Corporation at that address shall be **Joey DiFrancesco**. The Corporation may change its registered agent of the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This initial Board of Directors of the Corporation shall consist of three (3) directors. The number of directors of the Corporation shall be specified, from time to time, by the By-Laws provided, however, that the number of directors shall never be less than one (1). The name and street address of the initial director of this Corporation is :

Joey DiFrancesco	2221 Springs Landing Blvd. Longwood, FL 32779
Bernadette DiFrancesco	2221 Springs Landing Blvd. Longwood, FL 32779
Joseph C. DiFrancesco	2221 Springs Landing Blvd. Longwood, FL 32779

ARTICLE VII

INCORPORATOR(S)

The name and street address of the person signing these articles as incorporator is **Joey DiFrancesco, 2221 Springs Landing Blvd., Longwood, FL 32779.**

ARTICLE VIII

BYLAWS

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

ARTICLE IX

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X

AMENDMENT

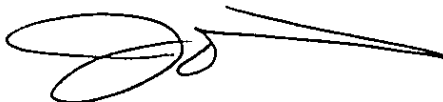
This Corporation reserves the right to amend or repeal any provisions contained in these articles or incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE XI

HEADING AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned incorporator hereby makes and files these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this ~~15th~~ 14th day of July 1995.



14th


[Handwritten signature]

STATE OF FLORIDA

FL DJL
IDENTIFICATION PROVIDED D165-480-42-366-0
(S)HE DID/DID NOT TAKE AN OATH

COUNTY OF SEMINOLE

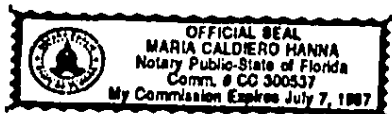
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Joey DiFrancesco** known to me and known by me to be the person who executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of July 1995.

Maria Caldero Hanna

(NOTARIAL SEAL)

My Commission Expires: 7-7-97



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.325, Florida Statutes, the following is submitted:

J&B DIFRANCESCO, INC. (the "Corporation") desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Longwood, County of Seminole, in the State of Florida, has named as Registered Agent, **Joey DiFrancesco** and Registered Office at **2221 Springs Landing Blvd., Longwood, FL 32779** to accept service of process within the state.

ACKNOWLEDGMENT

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 the capacity and agree to comply with the provisions of said Act relative to keeping open such office.

Dated the 14th day of July 1995.

[Handwritten signature]

FILED
95 AUG 14 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA