

P95000068443

M.D. MASON, CHARTERED  
ATTORNEY AT LAW

200 S. WASHINGTON BLVD.  
SARASOTA, FL 34236-6967

TELEPHONE: (813) 951-7535  
TELECOPIER NO. (813) 951-6388

August 9, 1995

Bureau of Corporate Records  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

300001559453  
-08/14/95--01033--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: J & J OF SARASOTA, INC.

Gentlemen:

Enclosed herewith please find our check payable to your order in the amount of \$122.50, as payment for filing fees and taxes in the following amounts in connection with the incorporation of the above-captioned corporation:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

I have enclosed the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent of the above-captioned corporation, the original to be filed and the copy to be certified and returned to this office.

Very truly yours,

M.D. MASON, CHARTERED

*M.D. Mason*

Maurice D. Mason

MDM/da

Enc: as noted above

*WAS-10444*

FILED  
95 AUG 14 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*2027-5-95  
8-5-95  
W/M*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 15, 1995

MAURICE D. MASON, ESQUIRE  
200 S WASHINGTON BLVD.  
SARASOTA, FL 34236-6967

SUBJECT: J & J OF SARASOTA, INC.  
Ref. Number: W95000016414

We have received your document for J & J OF SARASOTA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 995A00038212

**M.D. MASON, CHARTERED**  
ATTORNEY AT LAW

200 S. WASHINGTON BLVD.  
SARASOTA, FL 34236-8967

TELEPHONE: (813) 951-7535  
TELECOPIER NO. (813) 951-6388

August 30, 1995

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

Your Reference: W95000016414  
Dated August 15, 1995  
(copy attached herewith)

Attention: Dana Farmer, Document Specialist

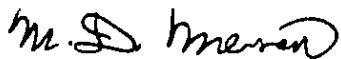
Gentlemen:

Enclosed please find documents for C.A. Kinder, Inc. as resubmission for J & J of Sarasota, Inc. since this name is an existing entity.

Thank you for your assistance in this matter.

Very truly yours,

M.D. MASON, CHARTERED



M.D. Mason, Esq.

MDM/da

Enc: as noted above

*POF  
Pa. 6-95*

**FILED**

95 AUG 14 AM 8:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

The undersigned hereby executes and acknowledges these Articles of Incorporation in order to organize and incorporate a business for profit.

**ARTICLE I - NAME**

The name of this corporation shall be C.A. KINDER, INC.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 2169 10th St., Sarasota, FL 34234, but this may be changed from time to time by action of the Board of Directors and by notification of the Secretary of State of the State of Florida.

**ARTICLE III -PURPOSE**

The purpose of this corporation shall be any and all business permitted under the laws of the United States and of this State.

#### ARTICLE IV - DURATION

The duration of this corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles by the Florida Department of State.

#### ARTICLE V - REGISTERED AGENT

The street address of the Registered Office shall be 2169 10th St., Sarasota, Florida 34234, and the name of it's Registered Agent at said address shall be Charles Ackerman.

#### ARTICLE VI - NUMBER OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one. The number of members of the Board of Directors may be changed, from time to time, by changes in the by-Laws.

#### ARTICLE VII- INCORPORATORS AND DIRECTORS

The name and address of each incorporator and the name and address of each member of the initial Board of Directors of this Corporation are stated in Article XVII.

#### ARTICLE VIII - INCORPORATION BY REFERENCE

Each of the powers stated herein shall not be in limitation, but shall be in enumeration, of the power of the Corporation. In addition, the corporation shall have all other powers as are now or hereafter conferred upon it by law.

#### ARTICLE IX - POWERS OF CORPORATION

This Corporation shall have power:

1. To have perpetual succession by it's Corporate name;
2. To sue and be sued, complain and defend in it's Corporate name in all actions or proceedings;
3. 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 or affixed or in any other manner reproduced.
4. 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;
5. 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;
6. To lend money and use its credit to assist its officer and employees in accordance with law;
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise sue 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;
8. 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 of its property, franchises and income;

9. 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;

10. To conduct its business, carry on its operations and have offices and exercise the powers granted it, within or without this State;

11. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation;

12. To make and alter 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;

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

14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options 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;

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint

venture, trust of other enterprise;

17. To have and exercise all powers necessary or convenient to effects its purposes.

#### ARTICLE X - STOCK

There shall be 500 shares of \$1.00 par value stock authorized. No other shares of stock are authorized.

#### ARTICLE XI - STOCKHOLDER MEETINGS

The annual meeting of the stockholders shall be held at the principal office of the corporation on October 4, 1995, or at such other date, time and place as may be properly designated. Other meetings of the stockholders may be called by the Board of Directors upon thirty days' notice to the stockholders, delivered in writing to their last address of record.

#### ARTICLE XII - VOTING

Each share of stock shall have one vote. The voting shall not be cumulative.

#### ARTICLE XIII - ELECTION OF DIRECTORS

Each Board of Directors after the first shall be elected at the annual Meeting of the stockholders and shall serve until the new Board has been elected and is qualified to serve. The first Board of Directors shall serve until the next Board has been elected and is qualified to serve. In the event of a vacancy



occurring on the Board, a stockholders' meeting shall be called for the purpose of electing a Director to fill the vacancy.

#### ARTICLE XIV - OFFICERS

The Directors shall elect the following officers of the Corporation who shall serve until their successors are elected and qualified to serve:

The President, who shall have all the usual powers of the President of a Corporation;

The Treasurer, who shall keep the financial records of the Corporation and perform the other duties of a Treasurer of a corporation;

The Secretary, who shall keep the minutes of all meetings of the stockholders and directors, and perform all the usual duties of the Secretary of a corporation.

The Directors may elect one or more vice-Presidents, who shall, in the absence of the President, perform all the duties of the President. The Directors may elect one person to more than one of the above offices.

#### ARTICLE XV - BY-LAWS

The Directors may adopt Corporate by-Laws not inconsistent with these articles.

#### ARTICLE XVI - MEETING RULES

A majority of those qualified to vote at any meeting shall

constitute a quorum for the meeting. A majority of those voting at any meeting shall rule. All requirements of notice of any meeting shall be deemed to be waived by anyone present at such meeting and waiver of notice, in writing or otherwise, by two-thirds of those eligible to vote, shall represent waiver of the requirement of notice of the meeting for all parties.

ARTICLE XVII - NAMES AND ADDRESS OF INCORPORATOR  
AND INITIAL BOARD OF DIRECTORS

Incorporator:

Name:

Charles Ackerman

Address:

2169 10th St.  
Sarasota, Florida 34234

Director(s):

Name:

Charles Ackerman

Address:

2169 10th St.  
Sarasota, Florida 34234

IN WITNESS WHEREOF, the incorporator has set his hand and seal to the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
CHARLES ACKERMAN  
2169 10th St.  
Sarasota, Florida 34234

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the  
29th day of AUGUST, 1995.

Dolores E. Alexander  
Notary Public

My Commission Expires:



DOLORES E. ALEXANDER  
My Commission CC416052  
Expires Oct. 25, 1998  
Bonded by ANB  
800-852-5878

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

In compliance with Sections 48.091 and 607.034, Florida  
Statutes, the following is submitted:

First, that CHARLES ACKERMAN, as incorporator, desiring to  
organize or qualify under the laws of the State of Florida, with  
its principal place of business at 2169 10th St., Sarasota, Florida  
34234 has named himself, CHARLES ACKERMAN as its agent to accept  
service of process within Florida.

Dated: AUGUST 29, 1995

Charles Ackerman  
CHARLES ACKERMAN  
Incorporator

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



CHARLES ACKERMAN  
Registered Agent

Prepared by:

M.D. Mason, Chartered  
200 S. Washington Blvd. #8  
Sarasota, Florida 34236-6904

J&JSara.Inc

FILED  
95 AUG 14 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000068443

1201 HAYS STREET  
TALLAHASSEE, FL 32301-3607  
971  
AX

800-342-8086



ACCOUNT NO. : 072100000032  
REFERENCE : 974978 85063A  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

ORDER DATE : June 4, 1996  
ORDER TIME : 10:13 AM  
ORDER NO. : 974978  
CUSTOMER NO: 85063A

800001850178  
-06/04/96--01116--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CUSTOMER: Robert W. Darnell, Esq  
Robert W. Darnell, Esq  
2033 Main Street, Suite 406  
Sarasota, FL 34237

FILED  
96 JUN -4 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: C. A. KINDER, INC.

XX        ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

RECEIVED  
96 JUN -4 AM 11:26  
DIVISION OF CORPORATION

AMEND  
HCB-4

## Davis, Persson, Smith & Darnell

Attorneys and Counselors At Law  
A Partnership of Professional Associations  
2033 Main Street, Suite 406  
Sarasota, Florida 34237  
Telephone (941) 365-4950  
Facsimile (941) 365-3259

David D. Davis  
Of Counsel

David P. Persson  
Kevin P. Smith  
Robert W. Darnell  
Barbara B. Levin  
Barry R. Lewis, Jr.  
Robert E. Turffs<sup>1</sup>

June 3, 1996

<sup>\*</sup> Qualified in Administrative and Governmental Law under  
the Florida Designation Plan  
<sup>1</sup> Board Certified Civil Trial

1525-3

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: C. A. Kinder, Inc.


Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Amendment for the above-referenced Corporation, together with a check in the amount of \$35.00 for filing same.

We would appreciate your returning to us the copy of the Articles of Amendment, with your date of filing stamped thereon, via the CSC Networks courier.

DAVIS, PERSSON, SMITH & DARNELL

By:

  
Robert W. Darnell

RWD:cw  
Enclosures

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
C. A. KINDER, INC.

FILED  
96 JUN -14 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, CHARLES ACKERMAN, President and Secretary of C. A. KINDER, INC. certifies that:

1. He is the President and Secretary of C. A. KINDER, INC., a Florida corporation, whose Articles of Incorporation were filed with the Secretary of State, State of Florida, on August 14, 1995.

2. The following amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors and approved by the Shareholders, at a special meeting at which all of the Directors and Shareholders were present and voting throughout, duly called for the purpose of adopting this Amendment and held on May 3, 1996.

3. There are 500 shares of common stock outstanding. All of said outstanding shares are entitled to vote, and all of the shares entitled to vote, voted for the Amendment.

4. Article X of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE X - STOCK


The maximum number of shares which the Corporation is authorized to have outstanding is One Hundred Thousand (100,000) Common Shares having a par value of \$.01. Said shares shall

consist of Ten Thousand (10,000) shares of Class A, voting common stock, and Ninety Thousand (90,000) shares of Class B, non-voting common stock. There shall be no preferences or limitations as to either class of stock, and each class of stock shall have the same equity rights in the Corporation."

5. This amendment shall become effective on the date of filing.

6. All shares of the Corporation which were issued and outstanding before filing of these Articles of Amendment, shall be cancelled, declared null and void and re-issued.

IN WITNESS WHEREOF, the undersigned, CHARLES ACKERMAN, as President and Secretary of the Corporation has executed these Articles of Amendment this 3rd day of May, 1996.

  
\_\_\_\_\_  
CHARLES ACKERMAN, President and Secretary