

P960000000/37

Transmittal Letter

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

Subject: DeVoe and Matthews, Inc.

Enclosed is an original and one(1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 78.75 for the Filing Fee, Designation of Registered Agent and Certificate of Status.

From:

Jan DeVoe

Jan DeVoe  
187 Country Club Dr.  
Shalimar, Florida 32579  
(904) 651-9719

900001680669  
-01/05/96--01095--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

9/5/96  
FILED  
96 JAN -2 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
B

Articles of Incorporation

For

DeVoe and Matthews, Inc.

FILED  
95 JAN - 2 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I Name:**

The name of the corporation shall be : DeVoe and Matthews, Inc.

**Article II Principal Office:**

The principal place of business and mailing address of this corporation shall be:

9370 Chelmesford Ct.  
Navarre, Fl. 32566

**Article III Capital Stock:**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one million (1,000,000) shares of common stock having no par value.

**Article IV Initial Registered Agent and Street Address:**

The name and address of the initial registered agent is:

Mary Ann Matthews  
9370 Chelmesford Ct.  
Navarre, Fl. 32566

**Article V Incorporator:**

The name and street address of the incorporator to these Articles of Incorporation is:

Jan DeVoe  
187 Country Club Dr.  
Shalimar, Fl. 32579

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TALLAHASSEE, FLORIDA

**Article VI Nature of Business and Powers:**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

The undersigned incorporator has executed these Articles of Incorporation this 1 st. day of January, 1996.

Jan DeVoe

Jan DeVoe, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
96 JAN -2 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: DeVoe and Matthews, Inc.

2. The name and address of the registered agent and office is:

Mary Ann Matthews  
(Name)  
9370 Chelmsford Ct.  
(P.O. Box or Mail Drop Box NOT acceptable)  
Navarre, FL. 32566  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Mary Ann Matthews  
(Signature)

Jan. 1, 1996  
(Date)

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0191 FAX

800-342-8086

**P96000000137**



ACCOUNT NO. : 072100000032

REFERENCE : 036683 4369500

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 35.00

ORDER DATE : July 30, 1996

ORDER TIME : 11:18 AM

ORDER NO. : 036683

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant  
Mcdermott, Will & Emery  
201 South Biscayne Boulevard  
22nd Floor  
Miami, FL 33131-4335

*Please file second*

600001908446

DOMESTIC AMENDMENT FILING

NAME: DEVOE AND MATTHEWS, INC.

EFFECTIVE DATE:

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: Jennifer Moran

EXAMINER'S INITIALS:

96 JUL 30 11:18:49  
DIVISION OF CORPORATIONS

96 JUL 30 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*7/31*

*Patricia Pizzuti*  
*George*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
96 JUL 30 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DeVoe and Matthews, Inc.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article 1 Name:

The name of the Corporation shall be:

Doug and Dan, Inc.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 26, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26<sup>th</sup> day of July, 19 96

Signature

Jan DeVoe, CEO

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JAN K. DeVoe

Typed or printed name

CEO, President, Treasurer

Title

P960000000137

Doug & Dan, Inc.  
Jan DeVoe & Mary Ann Matthews  
9370 Chalmersford Ct.  
Navarre, FL 32566

March 18, 1997

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-04/16/97--01062--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Attn.: Department of Corporations

The shareholders of Doug & Dan, Inc. would like to formally dissolve the corporation. Enclosed are articles of dissolution and a check for \$35.00.

Thank you for your assistance.

Sincerely,

*Jan DeVoe*

Jan DeVoe  
President

904-651-9719

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

37 APR 15 PM 1:42

APPROVED  
AND  
FILED

*Jan DeVoe*  
P960000000137  
4-15-97  
FL Diss



**ARTICLES OF DISSOLUTION**

*Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

**FIRST:** The name of the corporation is: Doug and Dan, INC.

**SECOND:** The date dissolution was authorized: March 25, 1997

**THIRD:** Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 25 day of March, 19 97

Signature Jan K. DeVoe, Pres.  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Jan K. DeVoe, Pres.  
(Typed or printed name)

Pres.  
(Title)

SECRETARY OF THE STATE  
TALLAHASSEE, FLORIDA  
57 APR 15 PM 1:42  
APPROVED AND FILED