

P960000001174

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

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

(City, State, Zip)

(Phone #)

600001678426  
-01/01/96--01066--003  
\*\*\*\*630.00 \*\*\*\*\*70.00

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**  
RICHARD JEFFRIES, INC.

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 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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -4 AM 8:21

Jan. 5, 1996  
Examiner's Initials [Signature]

**ARTICLES OF INCORPORATION**  
**OF**  
**RICHARD JEFFRIES, INC.**

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 **RICHARD JEFFRIES, 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 10110 Sea Spray Place, Tampa, Florida 33624 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:	Richard Scionti
Secretary:	Richard Scionti
Treasurer:	Richard Scionti

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -4 AM 8:21



## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Richard Scionti

## 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**

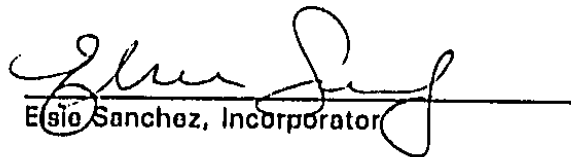
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **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.



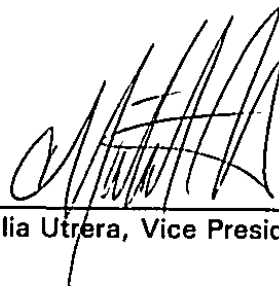
IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this JAN 03 1996.

  
Esie 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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -4 AM 8:21



P96000001174

September 5, 1997

Rich Scionti  
10110 Sea Spray Pl.  
Tampa, FL 33624  
(813) 963-1510

FILED  
97 OCT 16 AM 9:39  
TALLAHASSEE, FLORIDA

To whom this may concern:

I, Rich Scionti, am filing the documents for the dissolution of two "s" corporations. The names are Variety Vending Enterprises, Inc. and Richard Jeffries, Inc. Enclosed is a check for the appropriate fees.

Thank You.

Sincerely,

Rich Scionti

Rich Scionti

500002288845--2  
-09/10/97--01028--002  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

Volum.  
Dissolved  
10/16/97  
DC



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

September 16, 1997

RICH SCIONTI  
10110 SEA SPRAY PL.  
TAMPA, FL 33624

SUBJECT: RICHARD JEFFRIES, INC.  
Ref. Number: P96000001174

We have received your document for RICHARD JEFFRIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two documents to dissolve the subject corporation. Please choose the correct type of dissolution according to Florida Statutes and resubmit only one document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 477-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 597A00045953



## ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: RICHARD JEFFRIES, INC.

SECOND: The articles of incorporation were filed on: JANUARY 4, 1996

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 5 day of SEPTEMBER, 19 97.

Signature

Rich Sciorti/President  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

RICH SCIORTI

(Typed or printed name)

OWNER (President)

(Title)

FILED  
97 OCT 16 AM 9:39  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Matheson  
Secretary of State

September 18, 1987

**RICH BOJONTI**  
10110 SEA SPRAY PL.  
TAMPA, FL 33624

**SUBJECT: RICHARD JEFFRIES, INC.**  
Ref. Number: P8800001174

We have received your document for RICHARD JEFFRIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two documents to dissolve the subject corporation. Please choose the correct type of dissolution according to Florida Statutes and resubmit only one document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (800) 487-6808.

**Darlene Cornell**  
Corporate Specialist

Letter Number: 887A00048683

**ARTICLES OF DISSOLUTION**

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

FIRST: The name of the corporation is: RICHARD JEFFRIES, INC.

SECOND: The articles of incorporation were filed on: JANUARY 4, 1996

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- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 5 day of SEPTEMBER, 19 97

Signature Rich Sciolti/President  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

RICH SCIOLTI  
(Typed or printed name)

OWNER (President)  
(Title)

FILED  
97 OCT 16 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA