

1201 HAYS STREET

TALLAHASSEE, FL 32301

800-342-8086

P96000004023



ACCOUNT NO. : 072100000032

REFERENCE : 799540 9451A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Piziks*

ORDER DATE : January 11, 1996

ORDER TIME : 12:04 PM

ORDER NO. : 799540

CUSTOMER NO: 9451A

400001687354

CUSTOMER: Mr. John Giacoletti  
BATTAGLIA ROSS DICUS &  
WEIN P.A.  
First Union Building  
980 Tyrone Boulevard  
St. Petersburg, FL 33710

DOMESTIC FILING

NAME: JANG, INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

FILED  
RECEIVED  
JAN 11 1996  
DIVISION OF CORPORATION  
FLORIDA

*SAB*  
*1/12/96*

**ARTICLES OF INCORPORATION  
OF  
JANG, INC.**

FILED  
96 JAN 11 AM 10:32  
TALLAHASSEE  
FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is JANG, INC.

**ARTICLE II  
DURATION**

The period of its duration is perpetual.

**ARTICLE III  
PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is authorized to issue one hundredd (100) shares, all of one class, at \$1.00 par value.

RECEIVED  
96 JAN 11 PM 2:28  
DIVISION OF CORPORATION

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of the corporation are as follows:

RESIDENT AGENT CORPORATION  
OF PINELLAS COUNTY  
980 Tyrone Boulevard  
St. Petersburg, Florida 33710

**ARTICLE VI  
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

980 Tyrone Boulevard  
St. Petersburg, FL 33710

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

[The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
GENE SLOTT	<u>13000 Farmington Trail</u> <u>Seminole, FL 34646</u>
JULE KLEINMETZ	<u>756 79th Circle So.</u> <u>St. Petersburg, FL 33707</u>

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Howard P. Ross, Esq.  
280 Tyrone Boulevard  
St. Petersburg, FL 33710

**ARTICLE IX  
AMENDMENT OF BYLAWS**

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

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend those Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV  
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV  
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers,

or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

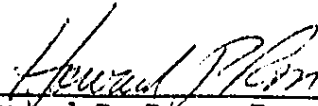
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XVI  
INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 10 day of January, 1996.

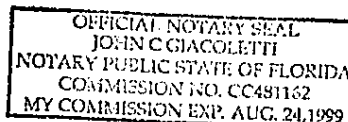
  
Howard P. Ross, Esquire  
Incorporator

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

Before me personally appeared on this 10 day of January, 1996, HOWARD P. ROSS, Esq., who is personally known to me or has produced (personally known) as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

NOTARY PUBLIC

  
PRINT NAME: **John C. Giacoletti**  
State of Florida (SEAL)  
Commission No.:  
My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

RESIDENT AGENT CORPORATION OF PINELLAS  
COUNTY, Registered Agent

By: *Howard P. Ross*  
HOWARD P. ROSS, Vice-President

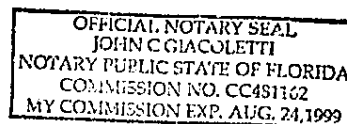
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared HOWARD P. ROSS, Vice-President of Resident Agent Corporation of Pinellas County, who is personally known to me, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Registered Agent for the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
10 day of January, 1995.

NOTARY PUBLIC

*John C. Giacoletti*  
PRINT NAME: John C. Giacoletti  
State of Florida (SEAL)  
Commission No.:  
My Commission Expires:



FILED  
96 JAN 11 AM 10:32  
TALLAHASSEE, FLORIDA

P96000004023

Battaglia, Ross, Dicus & Wein, P.A.

Attorneys at Law

Matthew P. Battaglia  
Edward P. Ross  
Anthony C. Dicus, Jr.  
Stephen J. Wein  
Kelli Hanley Gould  
Brian P. Battaglia  
James J. Casach  
Edward L. Smith

Edwin B. Jagger  
Thomas P. Ross  
Anthony C. Fields, Jr.  
James G. Wengert  
Mark H. Hall

Board Certified Civil Trial Lawyers

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General Practice, Real Estate, Corporate

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St. Petersburg, Florida 33711-6312  
Tampa, Florida 33607-5135  
Tampa, Florida 33607-5135  
Tampa, Florida 33607-5135

April 8, 1996

Reply to:

St. Petersburg

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

RE: Articles of Amendment  
JANG, INC.

Dear Sirs or Madams:

Please find enclosed our check #001433 in the amount of \$35.00. We request that you file the enclosed Amendment to the Articles of Incorporation.

A copy of the Amendment and a return envelope are also provided so that you might verify the filing.

Thank you in advance for your attention to this matter. If you have any questions, please do not hesitate to contact our office.

Sincerely,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

John Giacoletti  
John Giacoletti  
Corporate Paralegal

enc.

SH 4/5  
Amend

96 APR 11 PM 12:24

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

ARTICLES OF AMENDMENT  
OF  
JANG, INC.

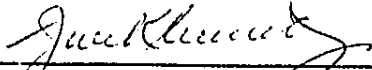
1. Article Six of the Articles of Incorporation of JANG, INC., a Florida corporation, is hereby amended to read as follows:

ARTICLE VI. CORPORATE ADDRESS The street address of the principal office of the corporation is as follows:

756 79th. Circle South  
St. Petersburg, FL 33707

2. The foregoing amendment was adopted by unanimous written consent of the Stockholders and Board of Directors of the corporation dated on February 28, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Amendment this 29th day of March, 1996.

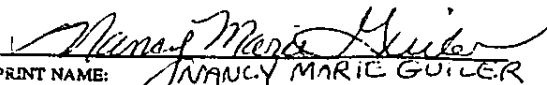
  
JULIE KLEINMETZ, President

STATE OF FLORIDA  
COUNTY OF PINELLAS

  
GENE SLOTT, Secretary/Treasurer

Before me personally appeared on this 29<sup>th</sup> day of March, 1996, JULIE KLEINMETZ and GENE SLOTT, who are personally known to me or have produced \_\_\_\_\_ as identification and who acknowledged to and before me that they executed the foregoing instrument.

NOTARY PUBLIC

PRINT NAME: 

State of Florida (SEAL)

Commission No.:

My Commission Expires:

OFFICIAL NOTARY SEAL  
NANCY MARIE GUILER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC447927  
MY COMMISSION EXPIRES 12/31/97

OFFICIAL NOTARY SEAL  
NANCY MARIE GUILER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC447927  
MY COMMISSION EXPIRES 12/31/97