

# **CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1 800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
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PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY \_\_\_\_\_

WALK-IN NC 1-18  
 Will Pick Up

RE: D.S. Enterprises, Inc.

Lulu Beggan 25 JAN 1996

SEC. OF STATE  
 TALLAHASSEE, FLORIDA

☒ Capital Express™  
☒ Art. of Inc. File  
☐ Corp. Record Search  
☒ Ltd. Partnership File  
☒ Foreign Corp. File  
☒ (1) Gen. Copy(s)  
Photo  
☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☐ O U S.  
☐ Fictitious Name File  
☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing  
☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval  
☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s, \_\_\_\_\_ Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prep.  
☐ FAX ( ) pgs.

SUBTOTALS

FEE.....\$  
 DISBURSED.....\$  
 SURCHARGE.....\$  
 TAX on corporate supplies.....\$  
 SUBTOTAL.....\$  
 PREPAID.....\$  
 BALANCE DUE.....\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

RECEIVED  
 96 JAN 18 AM 10 29  
 DIVISION OF CORPORATION

*W96-1372  
 PH 1/12/96*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED

96 JAN 22 AM 10:27  
DIVISION OF CORPORATION

January 19, 1996

CAPITAL CONNECTION, INC.  
P O BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: LULU BELLES ENTERPRISES, INC.  
Ref. Number: W96000001372

We have received your document for LULU BELLES ENTERPRISES, 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):

The corporate name must be identical throughout the document.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 396A00002298

Corrected

**ARTICLES OF INCORPORATION**

- of -

**LULU BELLES ENTERPRISES, INC.**

**FILED**

96 JAN 22 AM 11:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, **NANCY J. CASS**, whose address is 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the Corporation shall be:

**LULU BELLES ENTERPRISES, INC.**

The principal place of business of this Corporation shall be 1015 Howard Avenue South, Tampa, Florida 33606.

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The commencement of corporate existence:

The corporation's existence will commence December 1, 1995, provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

#### **ARTICLE IV**

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

#### **ARTICLE V**

The aggregate number of shares that the corporation shall have authority to issue is Five Million Shares of capital stock with no par value per share.

#### **ARTICLE VI**

The initial street address in Florida of the initial registered office of the corporation is 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, and the name of the initial Registered Agent at said address is Nancy J. Cass.

#### **ARTICLE VII**

The initial Board of Directors shall consist of One (1) member, who need not be a resident of the State of Florida or a shareholder in the Corporation.

#### **ARTICLE VIII**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

**Jonathan Agri**

1015 Howard Avenue South  
Tampa, Florida 33606

### **ARTICLE IX**

The shareholders have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

### **ARTICLE X**

10.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

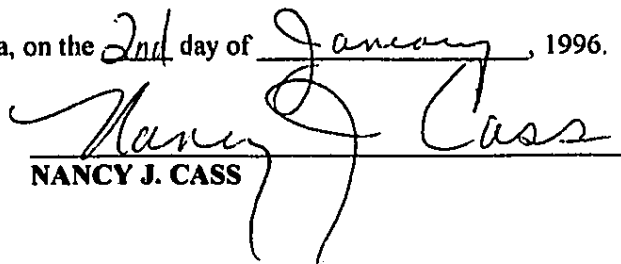
(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign

the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 9.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 2nd day of January, 1996.

  
NANCY J. CASS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

96 JAN 22 AM 11:27

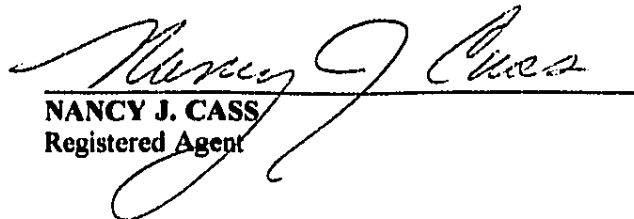
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That LULU BELLES ENTERPRISES, INC. 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 Tampa, County of Hillsborough, and State of Florida, has named **NANCY J. CASS**, located at its registered office at 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, as its agent to accept service of process within this 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 this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
**NANCY J. CASS**  
Registered Agent

P96000006350

**CASS & GRAHAM**  
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS  
112 SOUTH MAGNOLIA AVENUE  
TAMPA, FLORIDA 33601

City/State/Zip

Phone #

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 #)

97 JUN 20 PM 3:07  
SECRET TO STATE  
TREASURY FLORIDA

APPROVED  
AND  
FILED

☐ 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                                 |

700002216877--0  
-06/19/97--01025--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

P96000006350  
6-20-97  
2 P's  
PA Res



Florida Department of State, Sandra B. Mortham, Secretary of State

### RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, Nancy T. Cass, Esquire  
(Name of registered agent)

hereby resigns as Registered Agent for Lulu Belle's Enterprises, Inc.  
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

Nancy T. Cass  
(Signature of resigning agent)

97 JUN 20 PM 3:07  
SECRETARY OF STATE  
AND  
CLERK  
FLORIDA

APPROVED  
AND  
FILED

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)

**Fee for filing this document:**

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation

P96000006350

Requestor's Name  
Jonathan S. Agri.  
112. S. Magnolia Ave.  
Tampa, FL 33606

City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) (Document #) 300002239243--2  
-07/16/97--01048--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
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 checked="" 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/<br>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  
97 JUL 16 AM 10:55

JUL 7 1997



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

July 8, 1997

**JONATHAN AGRI**  
**112 S. MAGNOLIA AVENUE**  
**TAMPA, FL 33608**

**SUBJECT: LULU BELLES ENTERPRISES, INC.**  
**Ref. Number: P96000006350**

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

**Carol Mustain**  
**Corporate Specialist**

**Letter Number: 197A00035205**

## 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: Lulu Belles Enterprises, Inc.

SECOND: The articles of incorporation were filed on: 1/22/96

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 16 day of June, 19 97

Signature

Jonathan Agri

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

JONATHAN AGRI

(Typed or printed name)

President

(Title)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 16 AM 10:56