

**KERRY A. SCHWENCKE P.A.**  
LAW OFFICES

KERRY A. SCHWENCKE, ESQ.

February 8, 1996

Secretary of State  
DIVISION OF CORPORATIONS  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
FEB 12 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

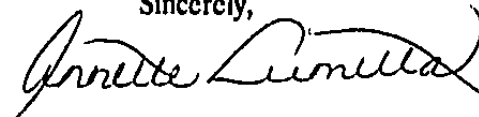
RE: M. Fry Enterprises, Inc. - Articles of Incorporation

100001713171  
-02/13/96--01048--007  
\*\*\*122.50 \*\*\*122.50

Dear Sirs:

Pursuant to the above referenced, enclosed herewith please find the original Articles of Incorporation to filed by the Secretary of State. Also, attached hereto please find this firms check #4082, in the amount of \$122.50, payable to the Secretary of State. These funds represent the filing fees to file the enclosed Articles of Incorporation and return a Certified Copy back to this office. Upon your receipt and review of this package, should you have any comments or questions concerning this matter, please do not hesitate to immediately contact this office. Thank you in advance for your cooperation and expedition of this matter.

Sincerely,



Annette Lumetta, Paralegal

2/14/96  
TB

**ARTICLES OF INCORPORATION  
OF**

**M. FRY ENTERPRISES, INC.**

FILED  
65 FEB 12 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of the corporation is M. FRY ENTERPRISES, INC. and its principal business address is 103 Acacia Point, Yalaha, Florida 34797.

**ARTICLE II**

**Duration**

This corporation shall have perpetual existence.

**ARTICLE III**

**Purpose**

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$1.00) per value common stock.

## ARTICLE V

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Boulevard, Suite #720, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is KERRY R. SCHWENCKE, Esquire.

## ARTICLE VI

### Incorporators

The name and address of the person signing these articles is:

KERRY R. SCHWENCKE, Esquire      1645 Palm Beach Lakes Boulevard  
Suite #720  
West Palm Beach, Florida 33401

## ARTICLE VII

### Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

## ARTICLE VIII

### Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any

and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

## ARTICLE IX

### Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

## ARTICLE X

### Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

ARTICLE XII

Officers and Directors

The Offices of the corporation will be performed by the following individuals who are also the Directors of the Corporation:

MAURICE A. FRY

President/Director

103 Acacia Point  
Yalaha, Florida 34797

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of February, 1996.

  
KERRY R. SCHWENCKE

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of February,  
1996, by KERRY R. SCHWENCKE, who is personally known to me or has produced      
N.H. as identification and who did (did not) take an oath.

*Annette Lumetta*

ANNETTE LUMETTA

(printed)

My Commission Expires:



ANNETTE LUMETTA  
My Commission 00488084  
Expires May. 21, 1999  
Bonded by NAJ  
800-488-1888

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: \_\_\_\_\_

KERRY R. SCHWENCKE, Esquire

DATE: \_\_\_\_\_

2/6/96

P9600013975

MAURICE (MORRIE) FRY  
103 Acacia Point, Yalaha, Florida 34797  
Phone & Fax: 352-324-3493

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July 30, 1997

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

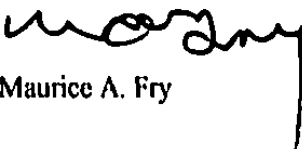
100002255131--0  
-08/01/97--01079--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Enclosed is a form of ARTICLES OF DISSOLUTION for M. Fry Enterprises, Inc. Also enclosed is a check for the filing fee of \$35.00.

This corporation has never been active and had no assets.

Very truly yours,

  
Maurice A. Fry

FILED  
SECRETARY OF CORPORATIONS  
91 AUG 1 AM 8:36

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LFT  
8-6-97



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## 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: **M. Fry Enterprises, Inc.**
- SECOND: The articles of incorporation were filed on: **February 12, 1996**
- THIRD: 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:
- A majority of the incorporators authorized the dissolution.

Signed this 30th day of July, 1997.

Signature: \_\_\_\_\_

*Maurice A. Fry*

**Maurice A. Fry**

**Its: President/Director**