

**P96000025779**  
**METROONE, INC.**

COMMERCIAL BROKERS

March 13, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

Re: FJ Associates, Inc.

300001747523  
-03/18/96--01090--013  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Included herewith is the original and one copy of the Articles of Incorporation together with a check for the filing fees for the above referenced corporation. Would you kindly file the articles and return a copy to the firm address below.

Thank you for your assistance in this matter.

Yours truly,



Jay Rohr

enclosures w/ check

FILED  
96 MAR 18 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN MAR 25 1996

ARTICLES OF INCORPORATION  
OF  
FJ ASSOCIATES, INC.

FILED  
96 MAR 18 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be FJ Associates, Inc. ("Corporation").

ARTICLE II

Term of Existence

The Corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III

Nature of Business

The purpose for which this Corporation is organized is to engage in the investment in real estate, and to transact any and all lawful business for which corporations may be incorporated under the laws of the United States of America and of this State.

ARTICLE IV

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, \$0.10 par value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

## ARTICLE V

### Initial Registered Agent and Registered Office

The initial registered agent of the Corporation shall be Jay Rohr. The street address of the initial registered office of this corporation is 427 South New York Avenue, Winter Park, Florida 32789. The initial place of business of the Corporation and the mailing address is 427 South New York Avenue, Winter Park, Florida 32789. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

## ARTICLE VI

### Board of Directors

There shall be a Board of Directors for this corporation that shall consist of not less than one (1). Except the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the stockholders.

## ARTICLE VII

### Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors for this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the stockholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

<u>Name</u>	<u>Street Address</u>
Jay Rohr	427 South New York Avenue Winter Park, Florida 32789

## ARTICLE VIII

### Incorporator

The name and street address of the incorporator is Jay Rohr, 427 South New York Avenue, Winter Park, Florida 32789.

## ARTICLE IX

### Bylaws

The powers to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or stockholders.

**ARTICLE X**

**Indemnification**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**

**Pre-Emptive Rights**

Every stockholder, upon sale of any new stock of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

**ARTICLE XII**

**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each Director of the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the stockholders of the Corporation.

**IN WITNESS WHEREOF**, the incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of March, 1996.

  
\_\_\_\_\_  
Jay Rohr

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FJ Associates, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Winter Park, State of Florida, has named Jay Rohr of 427 South New York Avenue, Winter Park, Florida 32789, as agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

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 the provisions of all Statutes relative to the proper and complete performance of my duties.

  
Jay Rohr  
Registered Agent

Date: 3/13/96

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96 MAR 18 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA