

# **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 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

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

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

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

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

**P960000 26595**

No 52654

RE:

**Stop NIS INC.**  
**Ford Beverage**  
**Inc.**

O.C. FEE DISBURSED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____
<input type="checkbox"/> Art. of Inc. File	_____
<input type="checkbox"/> Corp. Record Search	_____
<input type="checkbox"/> Ltd. Partnership File	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____
<input checked="" type="checkbox"/> ( ) Cert-Copy(n)	photo
<input type="checkbox"/> Art. of Amend. File	_____
<input checked="" type="checkbox"/> Dissolution/Withdrawal	_____
<input checked="" type="checkbox"/> C U S	_____
<input type="checkbox"/> Fictitious Name File	_____
<input type="checkbox"/> Name Reservation	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____
<input type="checkbox"/> Reg. Agent Service	_____
<input type="checkbox"/> Document Filing	_____
<input type="checkbox"/> Corporate Kit	_____
<input type="checkbox"/> Vehicle Search	_____
<input type="checkbox"/> Driving Record	_____
<input type="checkbox"/> Document Retrieval	_____
<input type="checkbox"/> UCC 1 or 3 File	_____
<input type="checkbox"/> UCC 11 Search	_____
<input type="checkbox"/> UCC 11 Retrieval	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____
<input type="checkbox"/> Courier Service	_____
<input type="checkbox"/> Shipping/Handling	_____
<input type="checkbox"/> Phone ( ) _____	_____
<input type="checkbox"/> Top Priority _____	_____
<input type="checkbox"/> Express Mail Prep. _____	_____
<input type="checkbox"/> FAX ( ) _____ pgs.	_____
<b>SUBTOTALS</b>	_____

EFFECTIVE DATE  
 4-1-96

**600001758306**  
 -03/26/96--01075--024  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

*PH 3/26/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<i>nc</i>	_____	CK No. _____
BY	<i>nc</i>	_____	_____

WALK-IN *3/26 1:30*  
 Will Pick Up

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

**RECEIVED**  
 MAR 26 PM 1:02  
 CAPITAL CONNECTION

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

**ARTICLES OF INCORPORATION  
OF  
STOP N SAVE FOOD BEVERAGE, INC.**

**FILED**

96 MAR 26 PM 2:28

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator(s) of this corporation for pecuniary profit under the Florida Business Corporation Act.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
4-1-96

**ARTICLE I.  
NAME AND LOCATION OF AGENT AND OFFICES**

**SECTION 1.1 NAME:**

The name of the corporation shall be **STOP N SAVE FOOD BEVERAGE, INC.**

**SECTION 1.2 PRINCIPAL OFFICE or MAILING ADDRESS:**

The principal office or mailing address of the corporation shall be **100 SOUTH RIDGEWOOD AVENUE, DAYTONA BEACH, FL 32114.** The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determined.

**SECTION 1.3 INITIAL REGISTERED AGENT AND OFFICE; STATEMENT OF ACCEPTANCE:**

The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be **ANTHONY CHANG.** The initial Registered Office street address of the Registered Agent shall be **100 SOUTH RIDGEWOOD AVENUE, DAYTONA BEACH, FL 32114.** The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

**ARTICLE II.  
DURATION AND COMMENCEMENT**

**SECTION 2.1 DURATION:**

The corporation shall have perpetual existence, or until dissolved according to law.

**SECTION 2.2 COMMENCEMENT OF CORPORATE EXISTENCE:**

The corporation's existence shall commence at 12:01 A.M. on the date of **APRIL 1, 1996.**

**ARTICLE III.  
PURPOSE AND POWERS**

**SECTION 3.1 PURPOSE:**

The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

**SECTION 3.2 POWERS:**

The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

**ARTICLE IV.  
AUTHORIZED SHARES**

**SECTION 4.1 CLASS, NUMBER, PAR and, DESCRIPTION:**

The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to Five Hundred(500) shares at One Dollar(\$1.00) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

**SECTION 4.2 CONSIDERATION:**

The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

**SECTION 4.3 NO PREEMPTIVE RIGHTS:**

The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

**SECTION 4.4 PLURALITY VOTING:**

Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

**ARTICLE V.**  
**GENERAL**

**SECTION 5.1 AMENDMENT:**

The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

**SECTION 5.2 ORGANIZATION MEETING OF DIRECTORS:**

After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each director.

**SECTION 5.3 INITIAL DIRECTORS:**

The number of directors constituting the initial Board of Directors shall be one (1), which number may be increased or decreased but not below one(1) from time to time in accordance with the Bylaws. The name and address of initial member of the Board of Directors, who need not be a resident of the State of Florida, and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, is as follows:

**ANTHONY CHANG**  
**100 SOUTH RIDGEWOOD AVENUE**  
**DAYTONA BEACH, FL 32114**

**SECTION 5.4 INCORPORATORS:**

The name and address of the incorporator(s) executing this instrument is as follows:

**ANTHONY CHANG**  
**100 SOUTH RIDGEWOOD AVENUE**  
**DAYTONA BEACH, FL 32114**

**IN WITNESS WHEREOF, the undersigned executed this instrument this 25th day of March, 1996.**

  
**ANTHONY CHANG, Incorporator**

**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

55 MAR 26 PM 2:23

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE FLORIDA  
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE  
OF FLORIDA.

1. The name of the corporation is: STOP N SAVE FOOD BEVERAGE, INC.  
(must include suffix)

2. The name and address of the registered agent and office is:

ANTHONY CHIANG

(Name)

100 South Ridgewood Avenue

(Street address - P. O. Box not acceptable)

Daytona Beach, FL 32114

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Anthony Sun Chiang  
(Signature)

3/25/96  
(Date)

Registered Agent filing fee \$35.00